

ULTIMATE SPIDER-MAN®

VOL
9



MARVEL

ULTIMATE SIX

ULTIMATE SPIDER-MAN

ULTIMATE SIX

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PREVIOUSLY IN ULTIMATE SPIDER-MAN...

After a horrible lab accident, Dr. Otto Octavius found his body mysteriously fused to a set of metal arms that he can control with his mind. This transformation earned him the name Doctor Octopus. Having lost most of his short-term memory, he went on a rampage trying to find out who was responsible for the accident. The rampage led him to Justin Hammer, a major businessman who had hired Otto to spy on his competitor, Norman Osborn. Hammer had been funding genetic experiments with the aim of creating super-powered people to sell to the highest bidder.

In order to get revenge for what he thought Hammer did to him, Otto called a press conference to show the world what horrors Hammer had funded. After Hammer arrived in his limo, Otto got physical and attacked Hammer only to be stopped by Spider-Man.

While the fight was still raging, Sharon Carter (an agent of the American espionage agency known as S.H.I.E.L.D.) and her strike team arrived.



TWO MONTHS AGO

I hate this.

S.H.I.E.L.D. procedure after any public--

I know, I know.

I was just offering my opinion.

That being, that I *hate* this.

Please state your name and rank for the record.

Yeah...

Sharon Carter, agent of S.H.I.E.L.D.

Class 5.

How long have you been an agent of S.H.I.E.L.D., Ms. Carter?

Whazit, June?

So six years next month.

How would you describe your duties?

I answer directly to General Nick Fury.

Or at least I *did* until General Fury put together his super team.

I do specialized field work... investigating public disturbances related to illegal, unnatural, genetic mutations.

What is the definition of an-- *what* was it?

An illegal, unnatural, genetic mutation.

How is that defined?

A mutant is someone *born* homo sapien superior.

A mutant gene is part of their birth biology and that, according to the United States, is considered an act of God.

An *unnatural* genetic mutation is someone who *purposely* alters their genetic makeup.

Most of my cases involve either *stopping* illegal experiments *before* they happen...

...or investigating the whereabouts of the actual subjects of the illegal experiments.

And it was that *kind* of investigation that brought you and your team out to New Jersey last night?

Yeah.

And for the record, what was the name of your target?

"Otto
Octavius."





"You can read the files on Octavius.

"But at this point he was officially an escaped, violent, illegal genetic mutation.

"S.H.I.E.L.D. was on his trail immediately!

"But for someone with four, huge, metal arms surgically grafted to his body and no money to his name...

"...he was doing a pretty good job keeping out of sight until *he* wanted to be heard from.

"Yeah, he called a press conference at Hammer's New Jersey installation.

"My mission was very clear in that we were to bring Octavius in as quickly and *quietly* as possible...

"...and he goes and calls a *press conference!!*

"Which, in turn, becomes just about the biggest circus you could imagine!

"Most networks covering it live!!

"And starring none other than that *other* illegal, genetic mutation you know as *Spider-Man.*"



"Needless to say I was a little fermished."

For those just joining us, the scene here in front of Hammer Industries has become a full out super hero battle royale!

This is a nightmare.



A nightmare.

Spider-Man has again leapt to the rescue of Justin Hammer and this crowd of gathered reporters.

"Crowd of gathered reporters", ladies and gentlemen!!



I cannot think of another time when the press was front seat to such an amazing display as this.

WHACK



CRACK

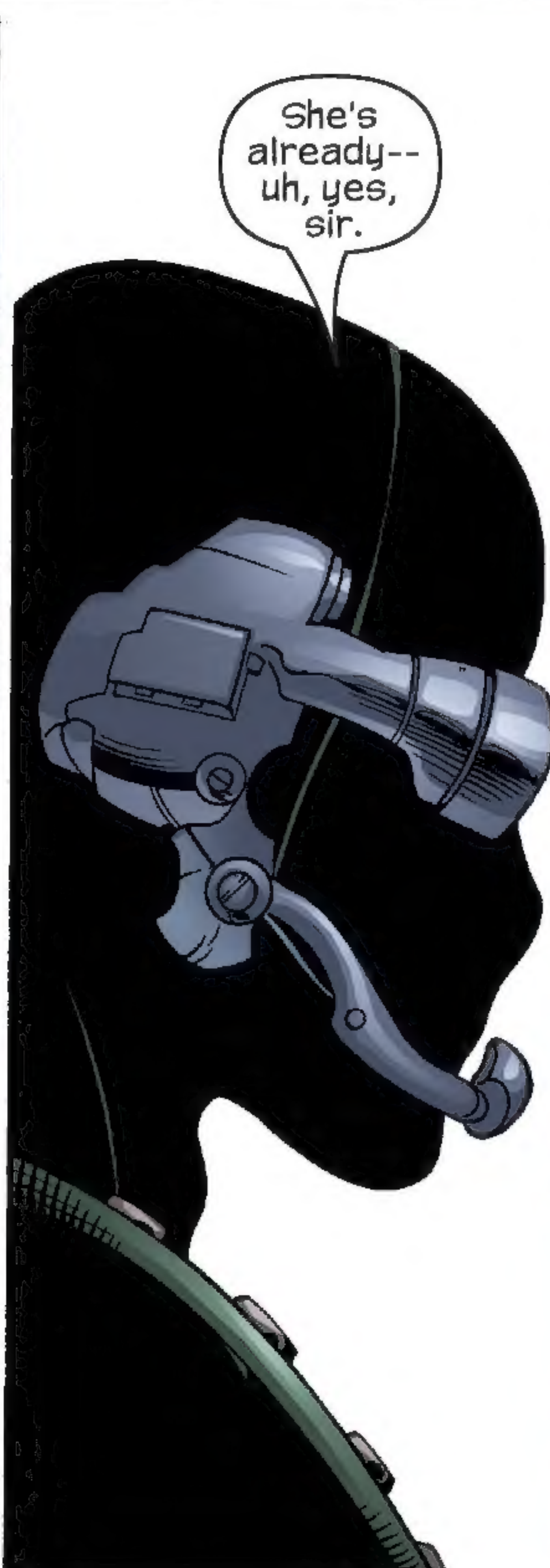
Uh, Agent Carter...?



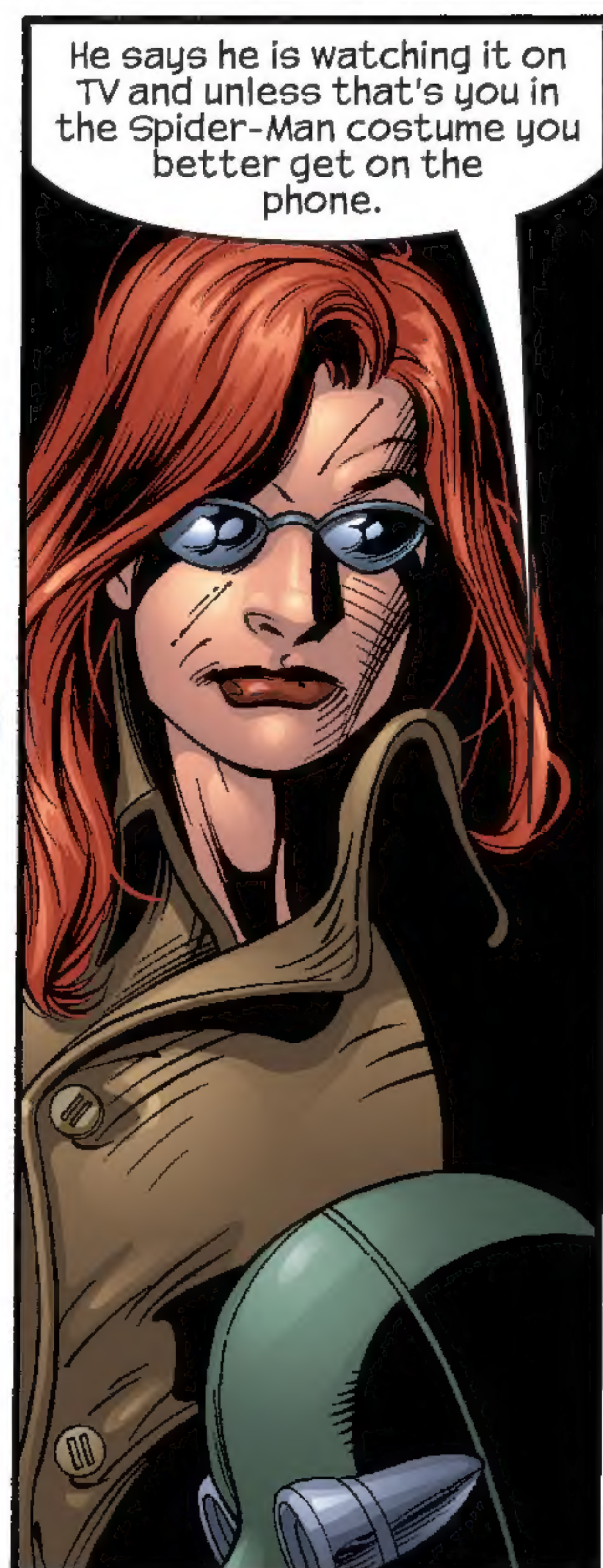
Fury is on the line.



Tell him I'm already in the field.



She's already-- uh, yes, sir.



He says he is watching it on TV and unless that's you in the Spider-Man costume you better get on the phone.

"By the time we got on the scene, it was over."

"Spider-Man beat the snot out of Doc Ock. Knocked him unconscious."

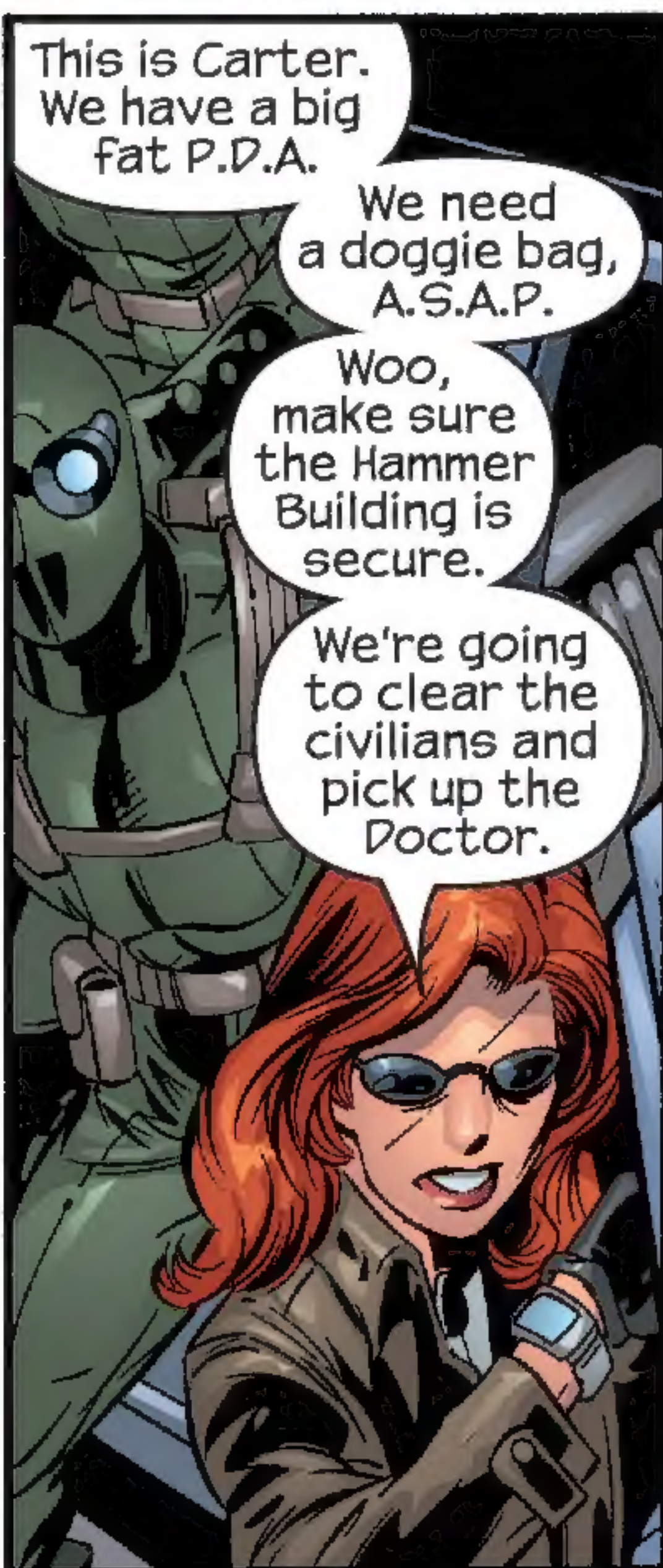
"(Which I *did* appreciate.)"

"The press was mostly still hanging around and why wouldn't they?"

"Plus the Jersey State Police and EMS were on the scene. There were all kinds of other commotion."



Hold on, it seems we have even more new arrivals to this tumultuous scene.



This is Carter. We have a big fat P.D.A.

We need a doggie bag, A.S.A.P.

Woo, make sure the Hammer Building is secure.

We're going to clear the civilians and pick up the Doctor.



Hi, who's the officer in charge?

I-I-I-I am... ma'am.

Hi. We'll take care of this one.

You go right ahead.

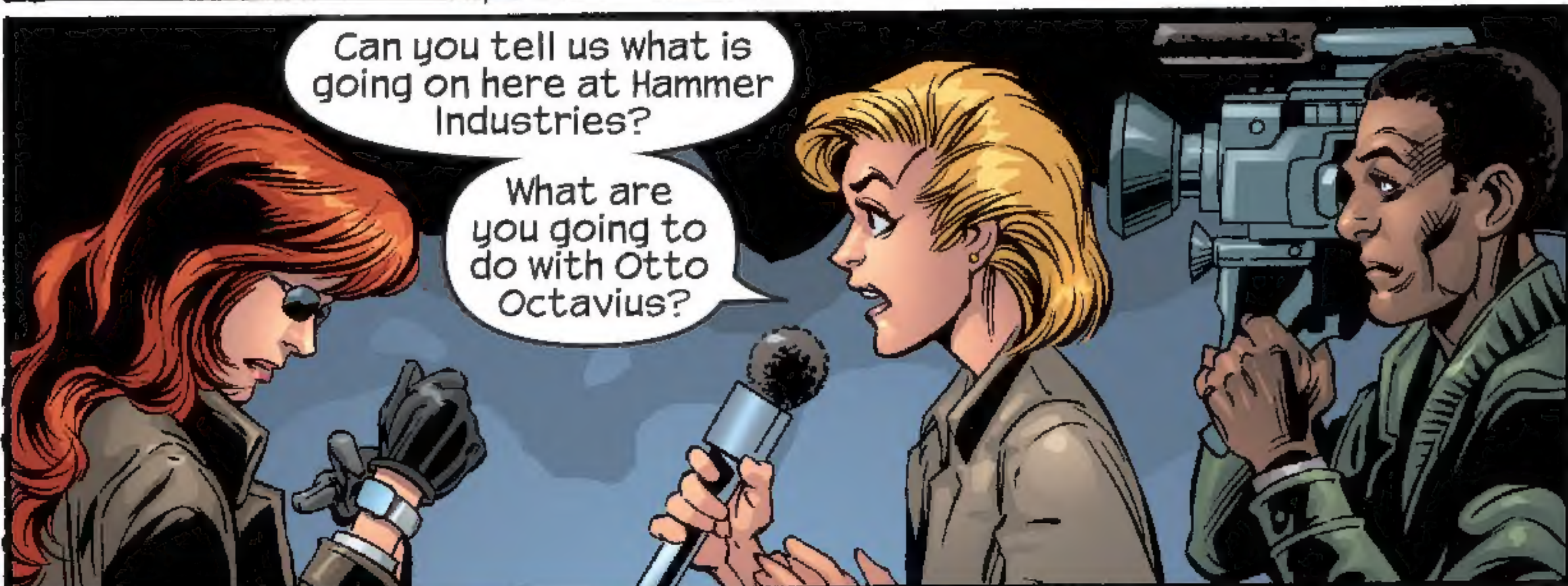
Wh-what is this guy? What's going on here?

Sorry to pull the wool on you, officer, but it's classified.



So if you'll just help us clear the area of civilians so we can quickly deal with this before innocent people get--

Excuse me? Hello? Are you F.B.I.?



Can you tell us what is going on here at Hammer Industries?

What are you going to do with Otto Octavius?



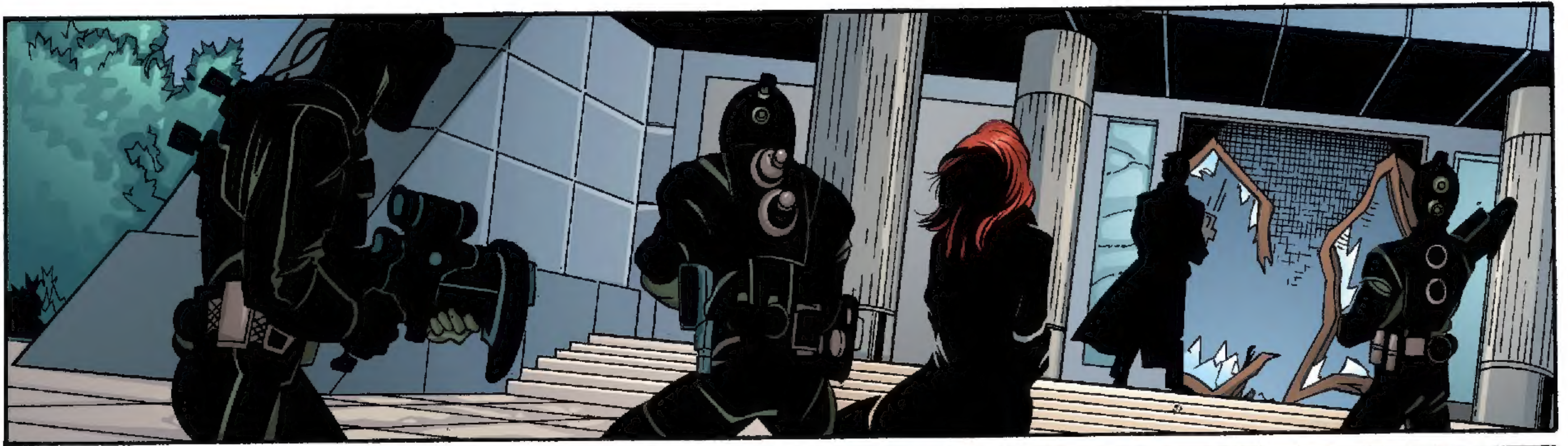
And can you comment on some of the vague allegations Otto Octavius made here about genetic--

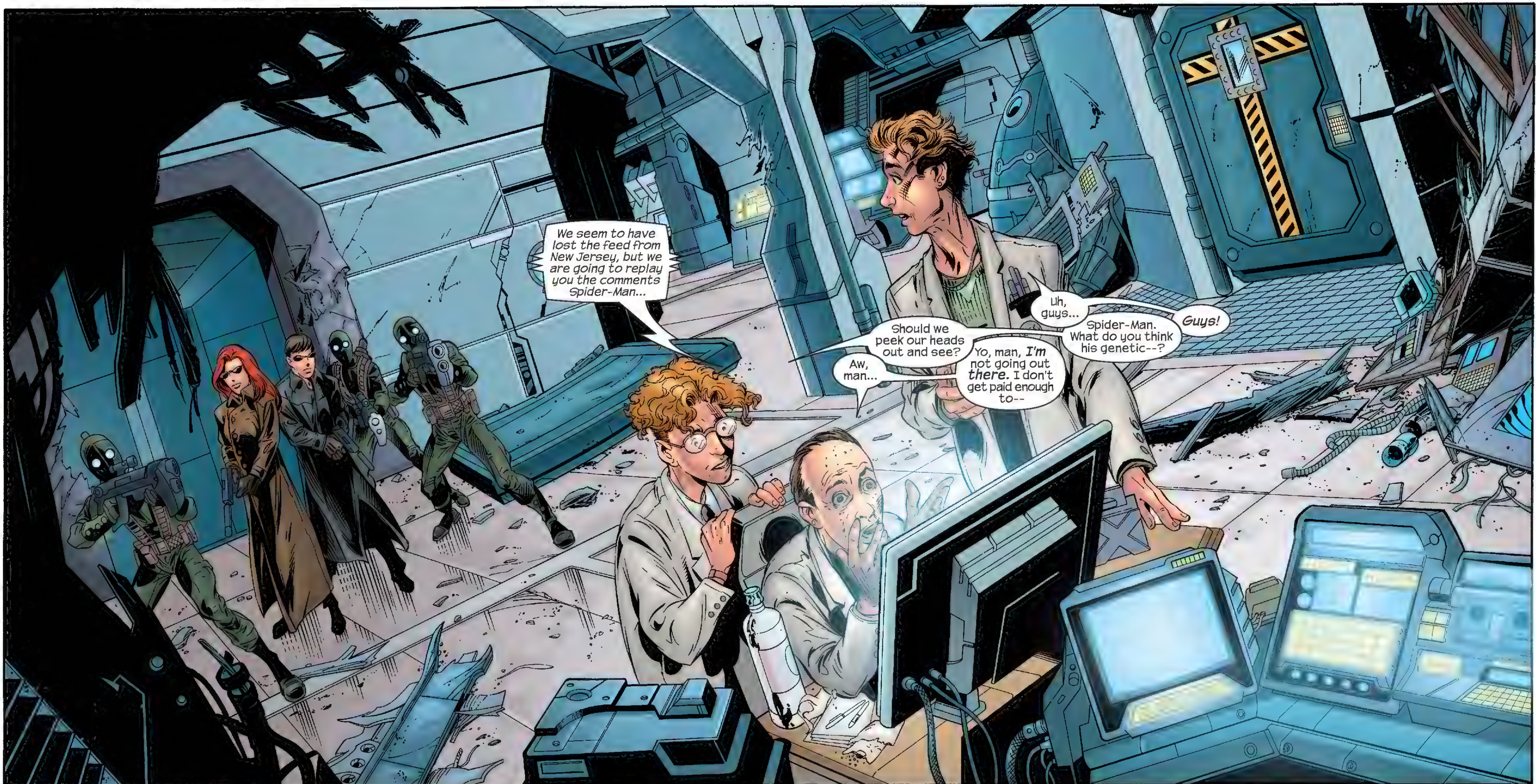
Tracy, we lost the feed.



You lost your feed.

"But my *primary* concern was the Hammer genetic laboratory that we didn't even know *existed* until Doc Ock pointed it out to us... on TV!"





We seem to have lost the feed from New Jersey, but we are going to replay you the comments Spider-Man...

Uh, guys...
Should we peek our heads out and see?
Aw, man...
Yo, man, I'm not going out there. I don't get paid enough to--

Guys!
Spider-Man. What do you think his genetic--?



Hands up!



Who else is in the building?

N-no one.

We had-- everyone took off.

Octavius came in here before and really scared the crap out of--

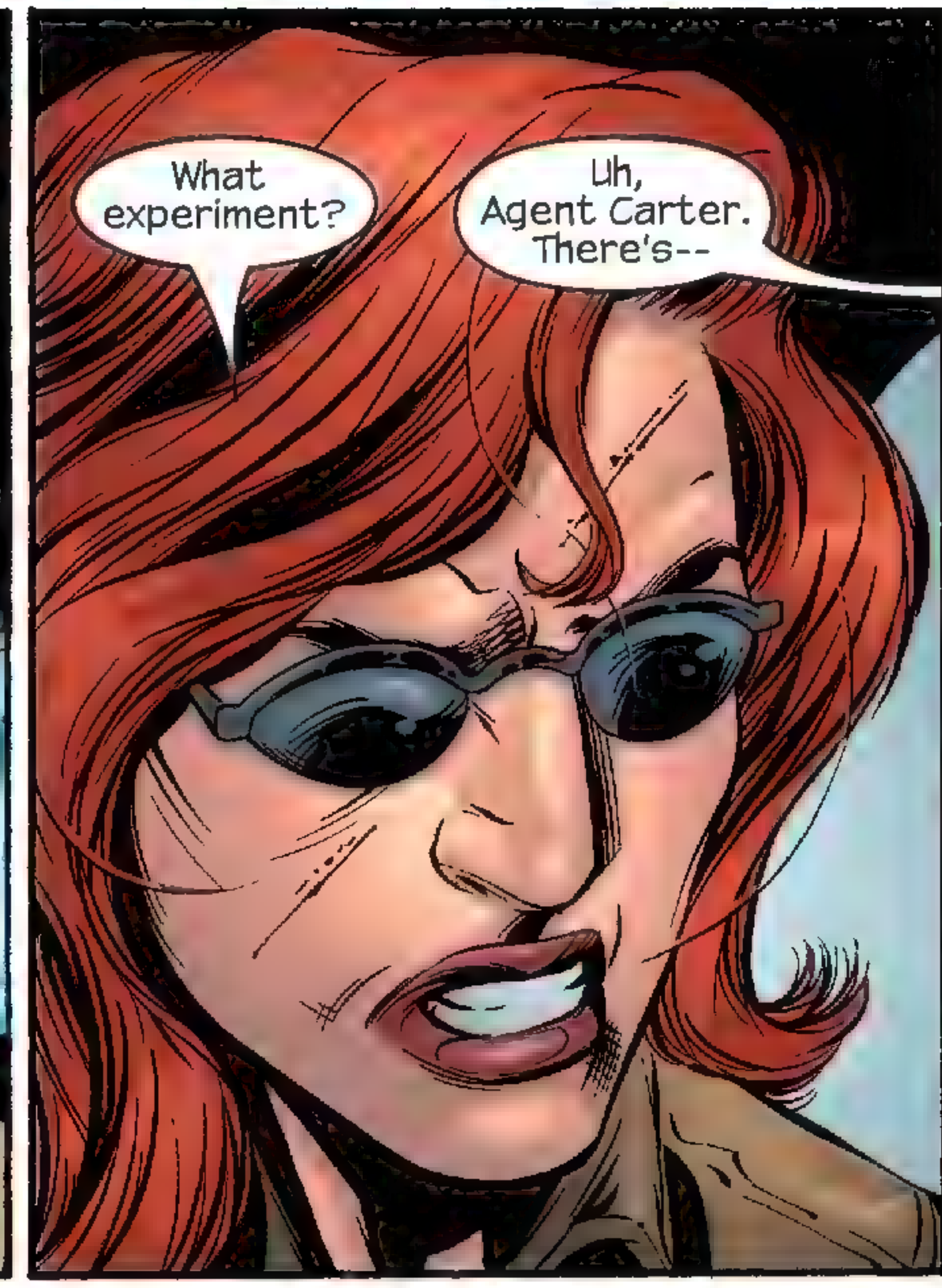
Why didn't you run away?

We live here.

You live here?

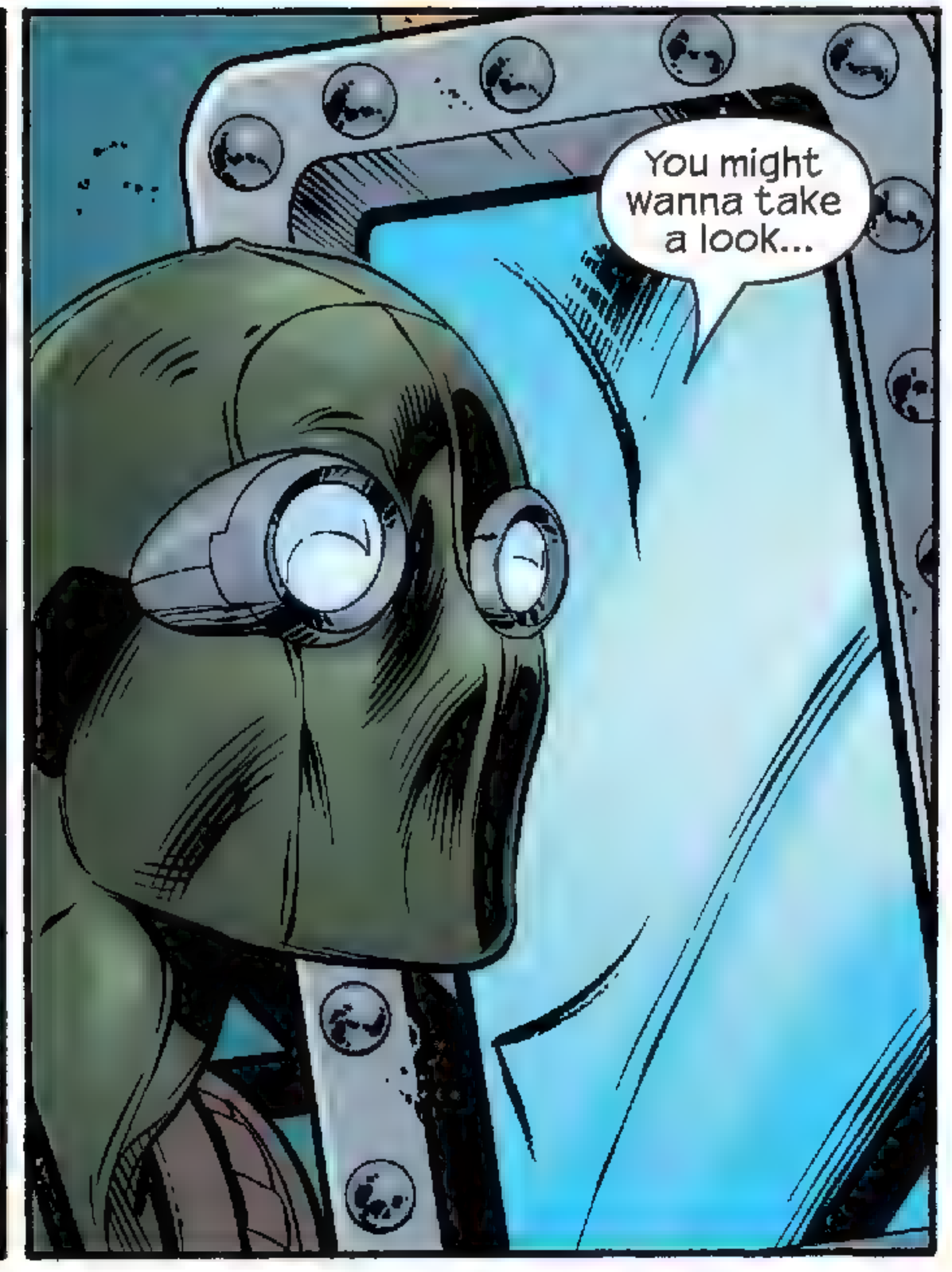
I'm not leaving our experiment.

Shut up!

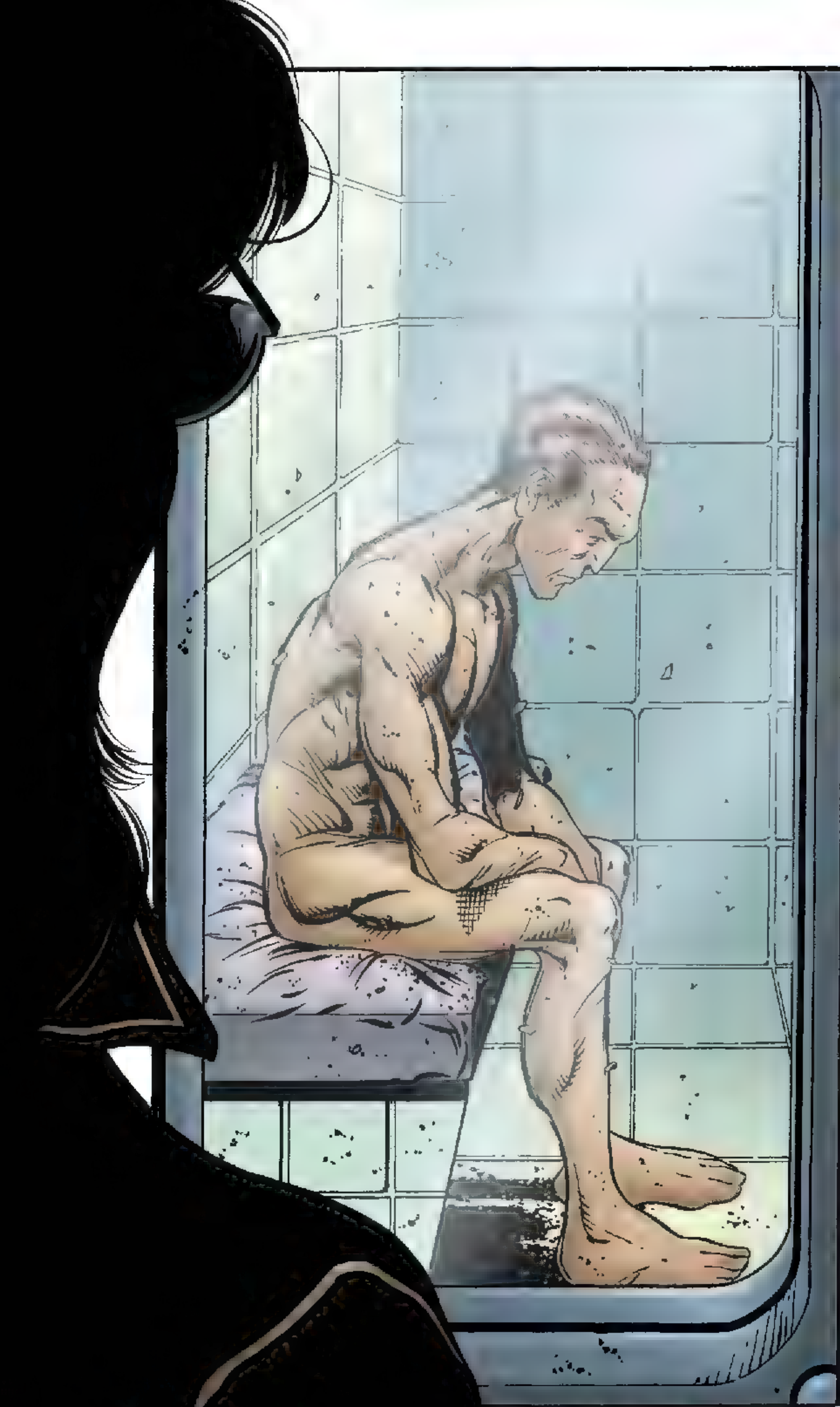


What experiment?

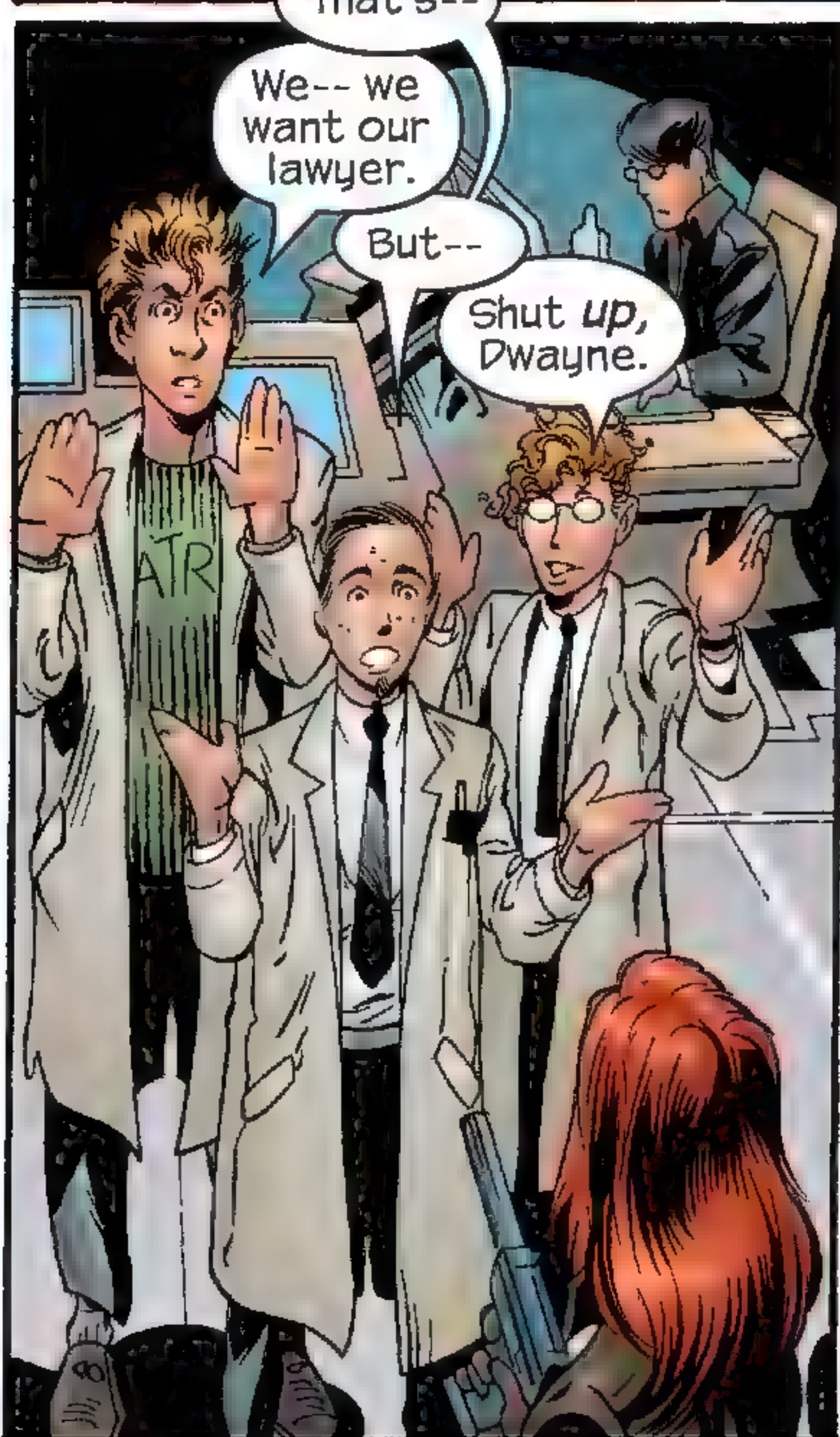
Uh, Agent Carter. There's--



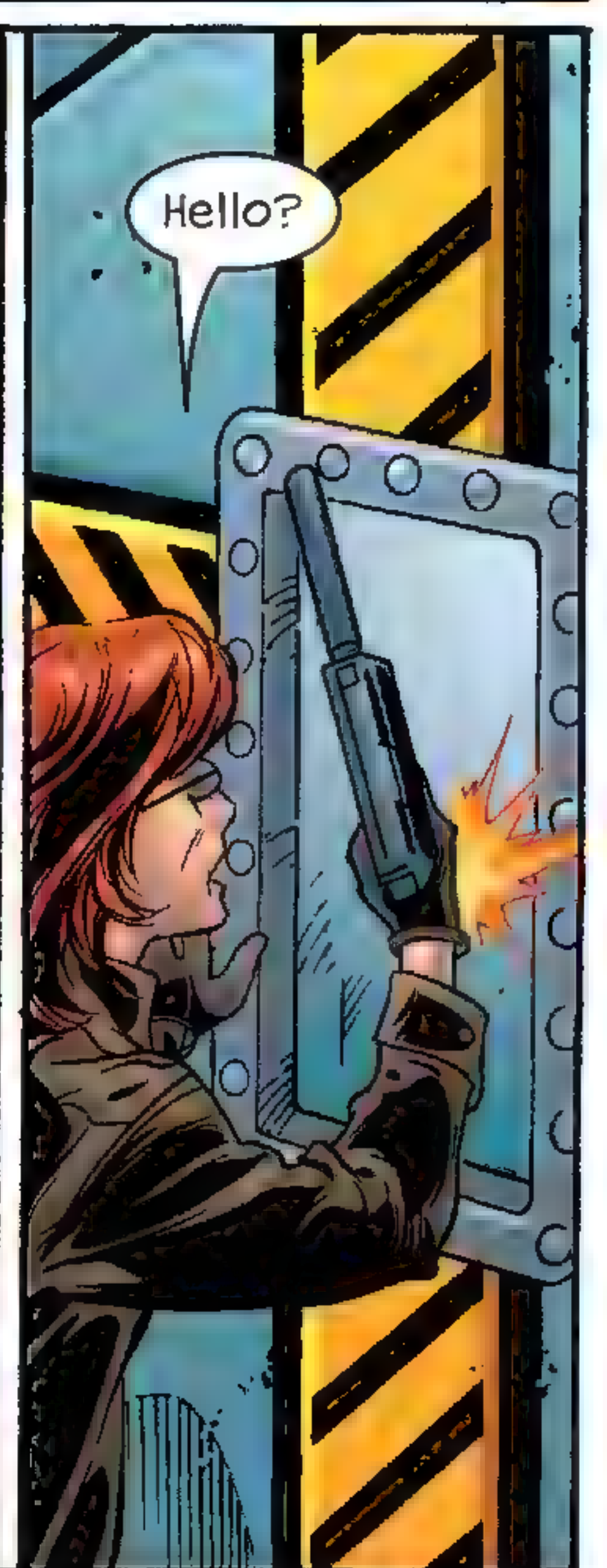
You might wanna take a look...



The hell is this?
What is this man doing locked up like this?



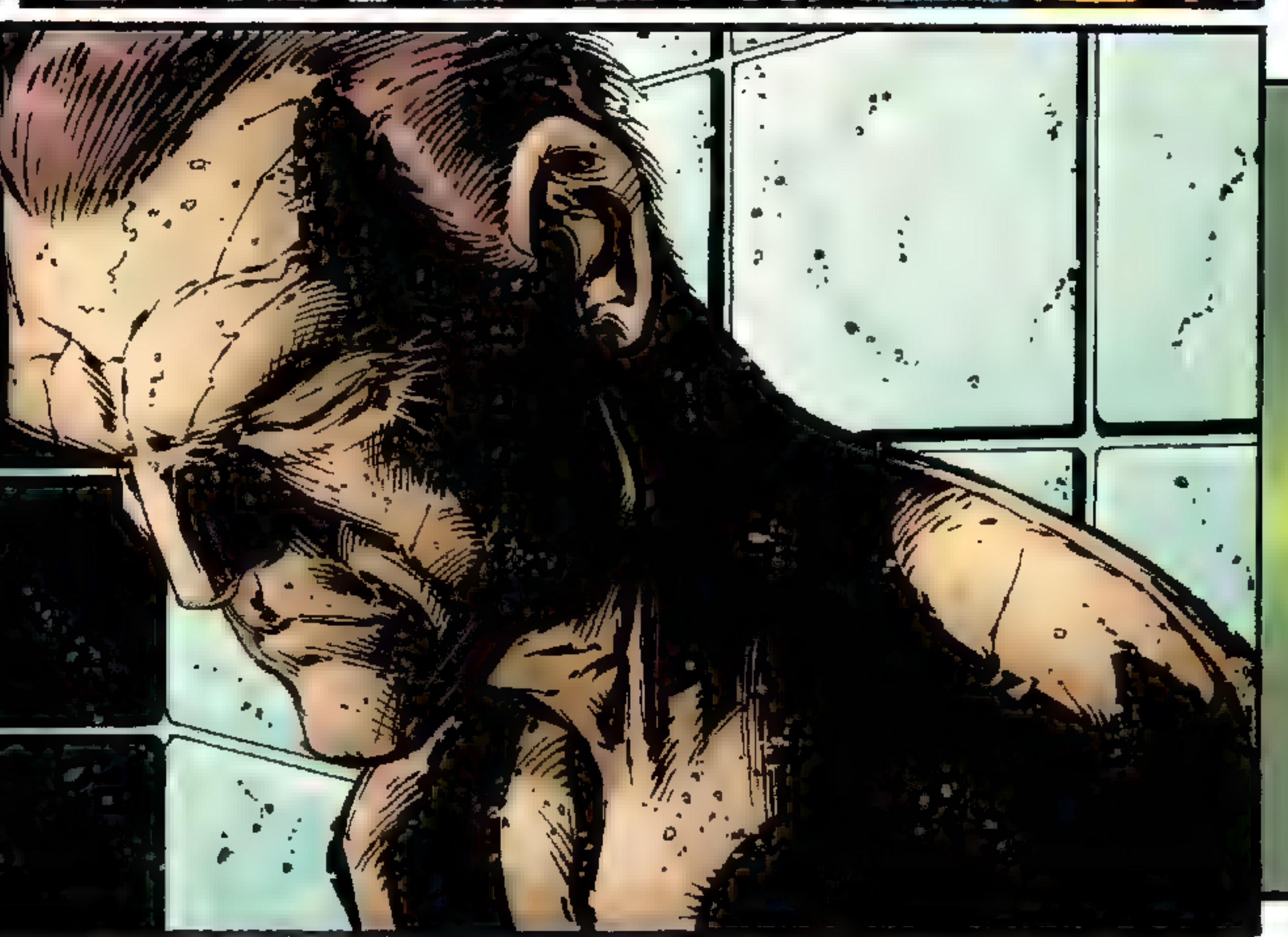
That's--
We-- we want our lawyer.
But--
Shut up, Dwayne.



Hello?

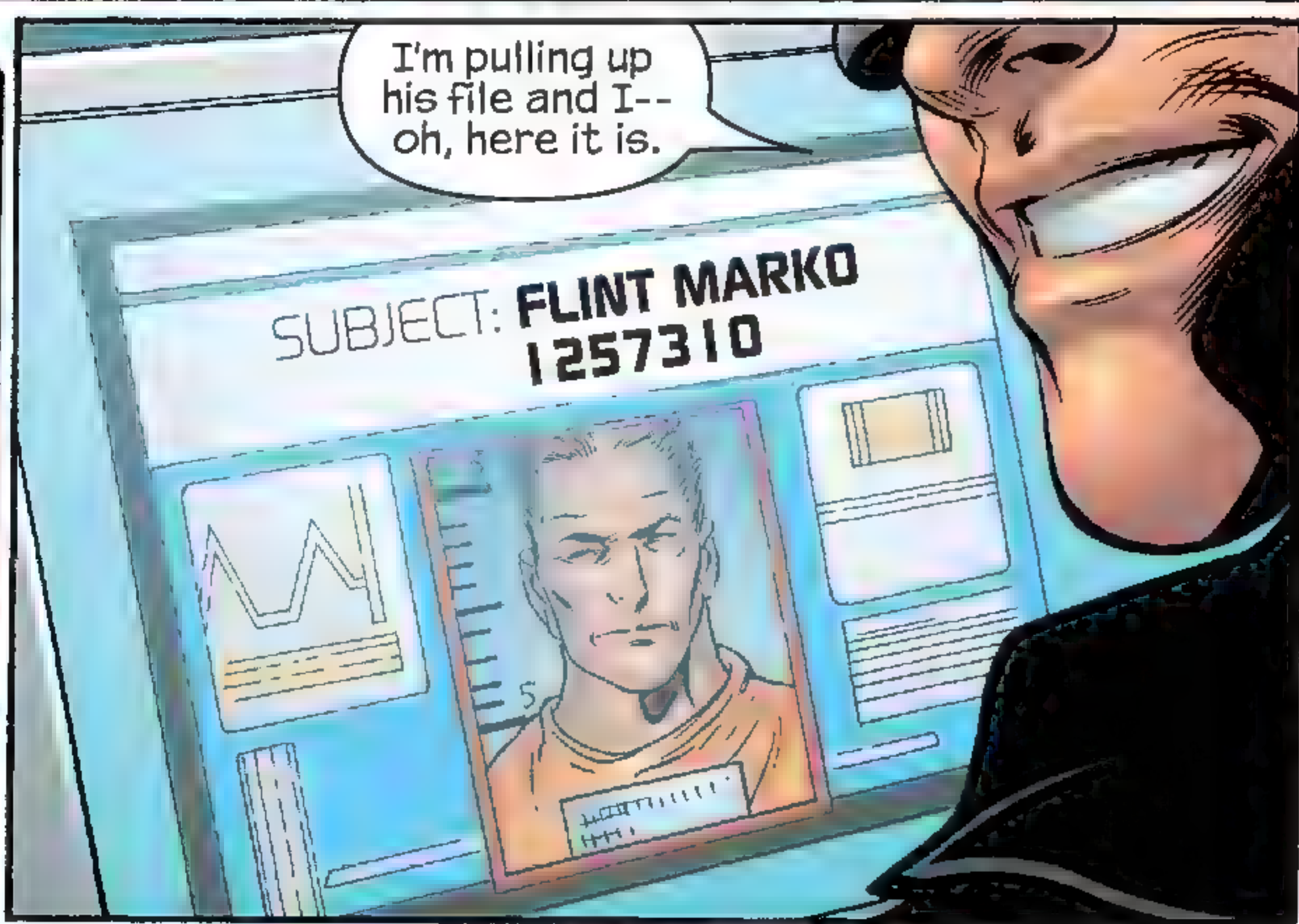


"So, if you're looking for something to blame me for all this... *this* would be it."



Can you open the door or--

"This."



I'm pulling up his file and I-- oh, here it is.

SUBJECT: **FLINT MARKO**
1257310

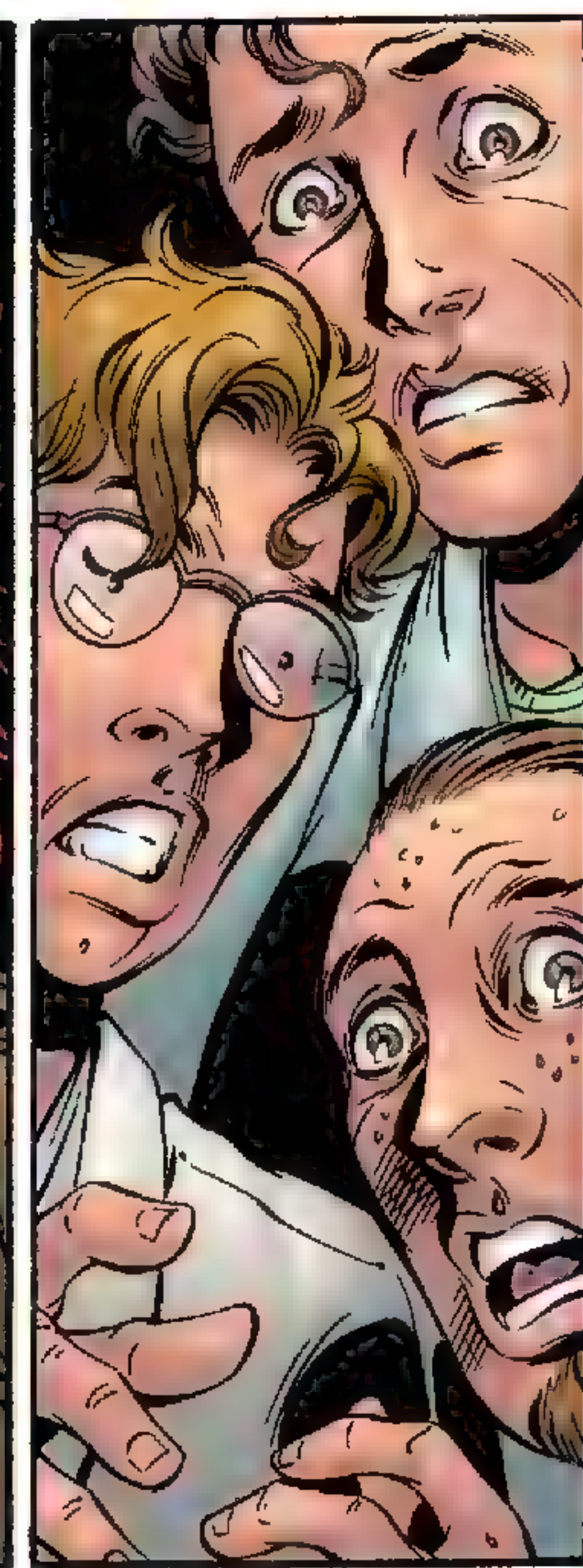
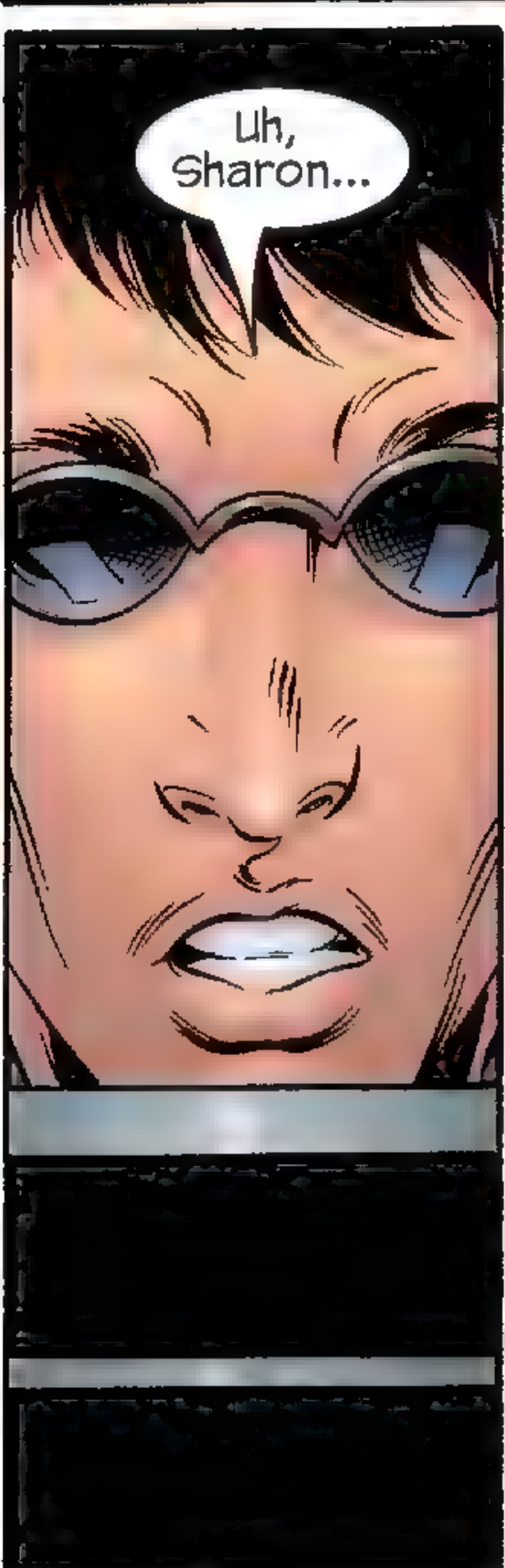
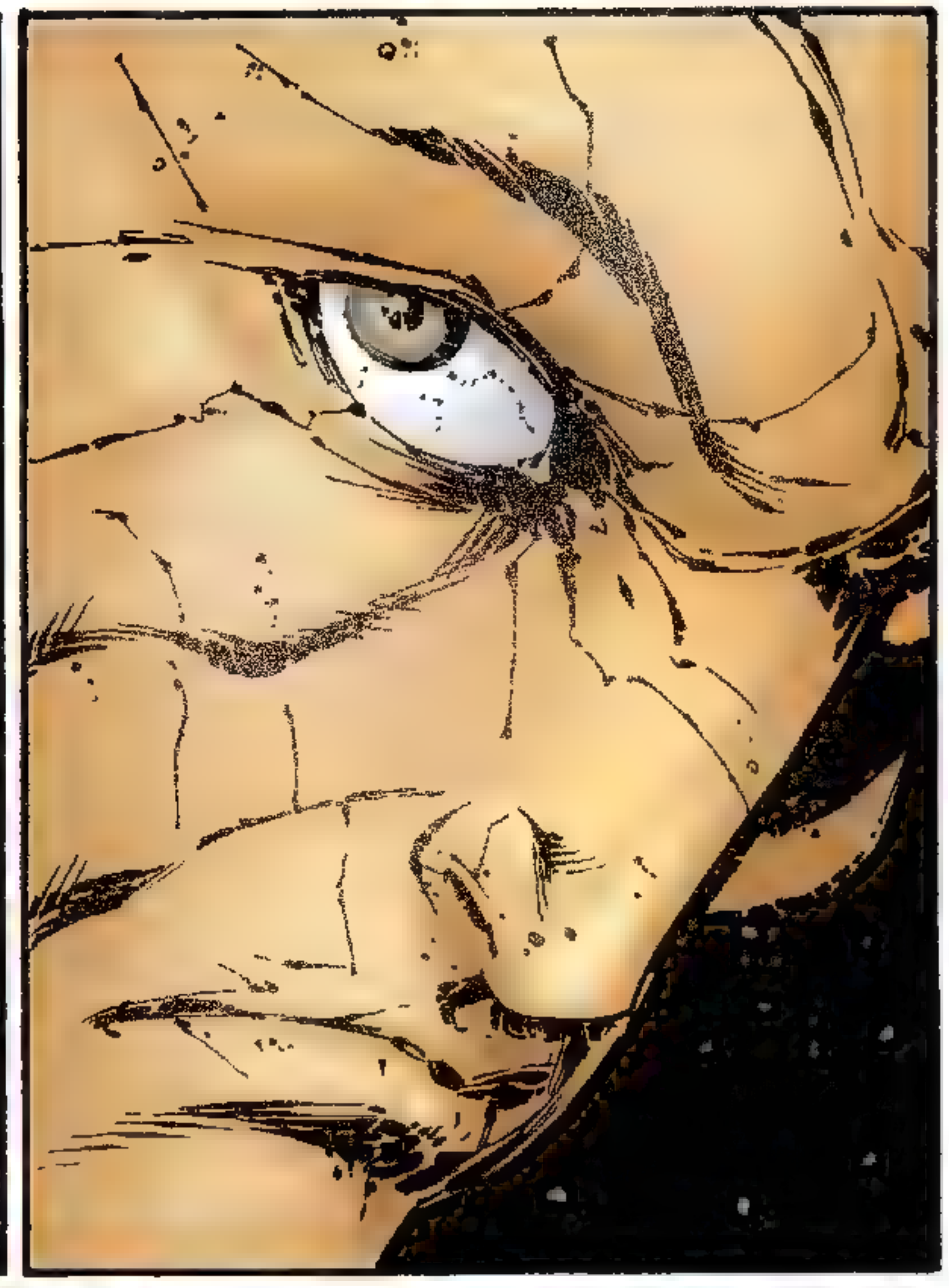
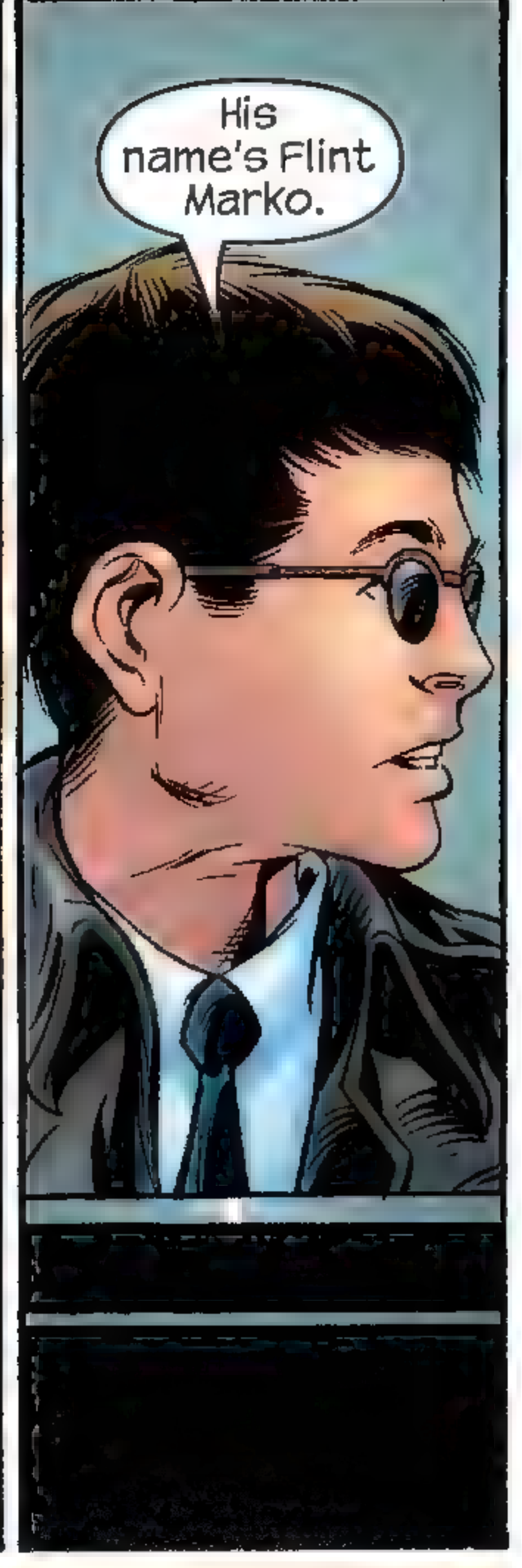
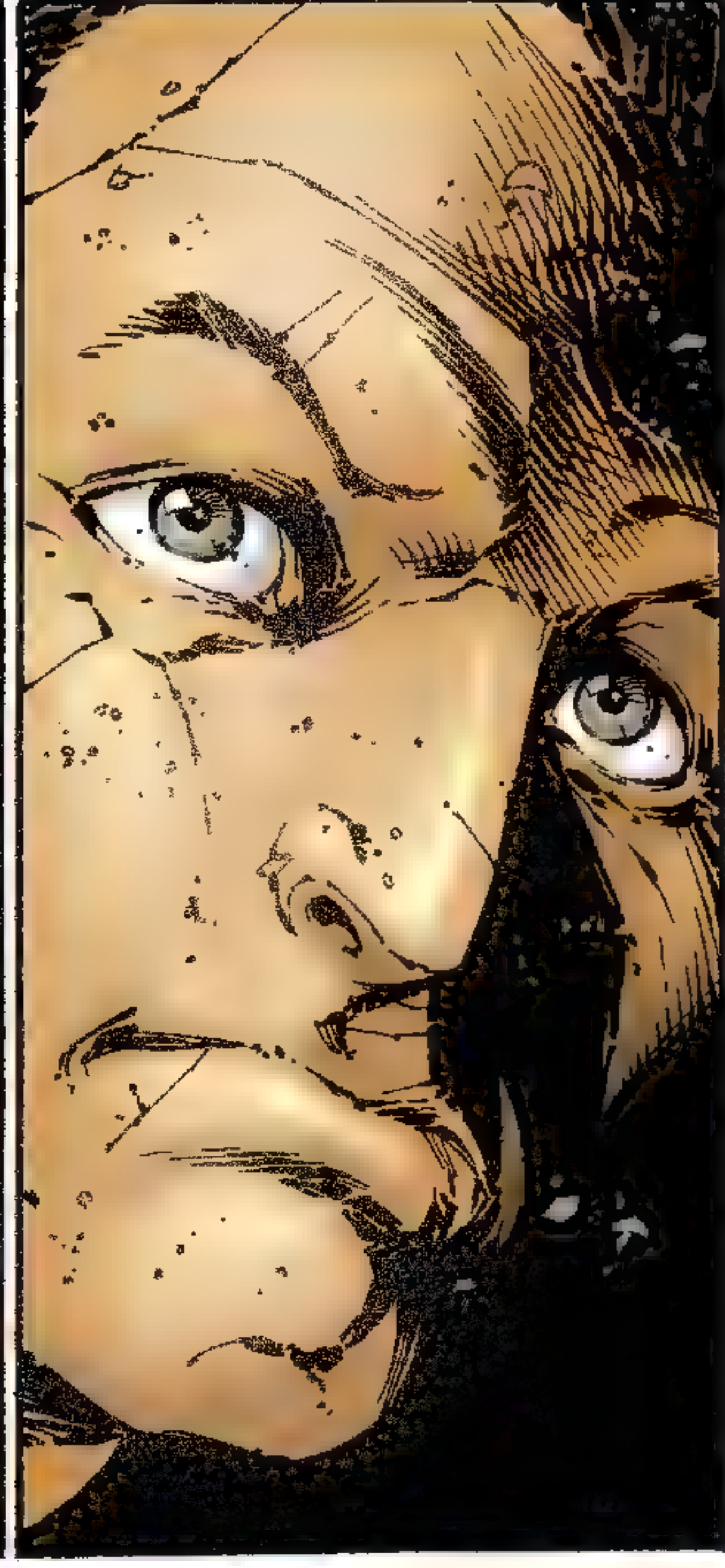
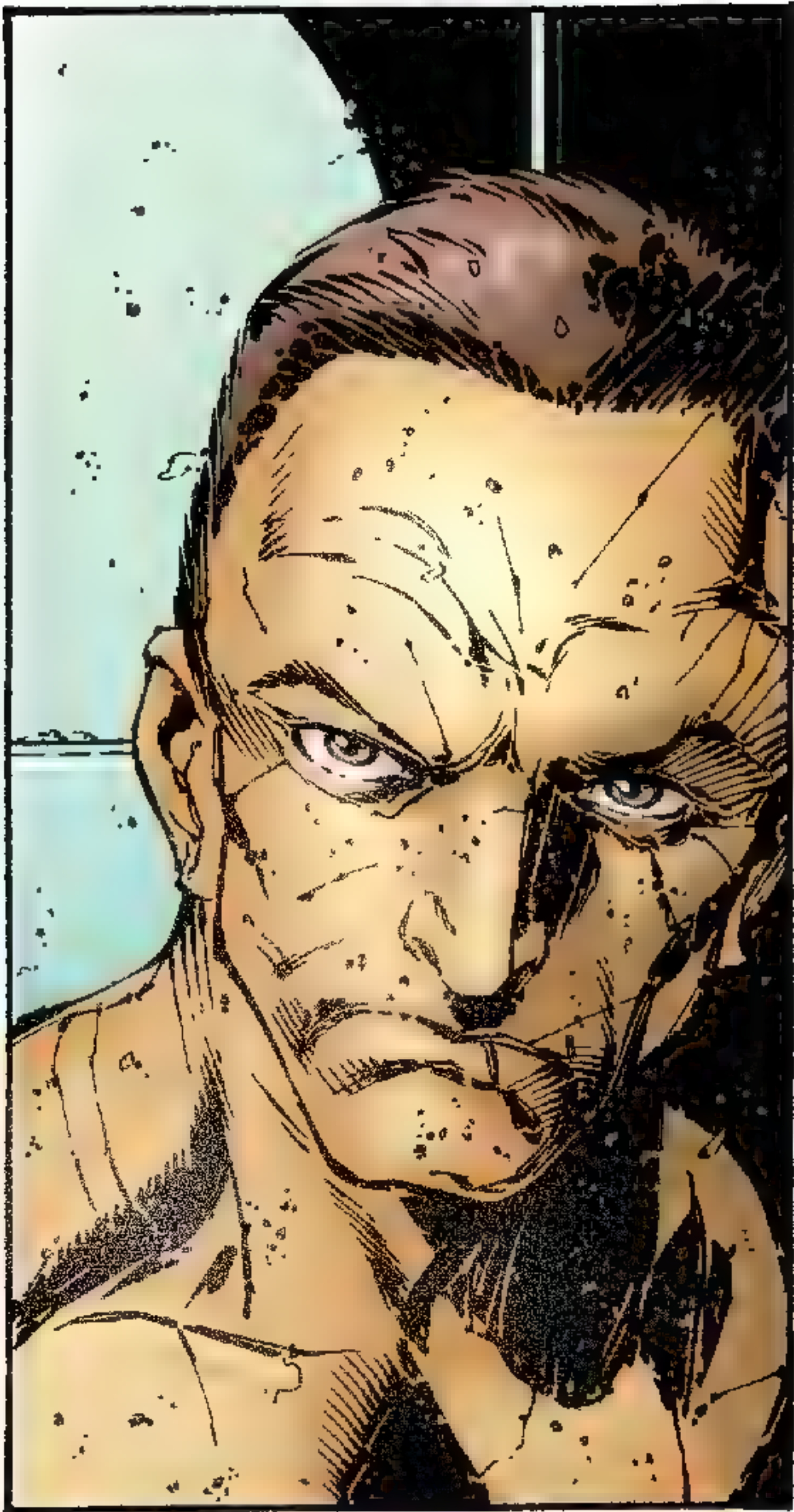


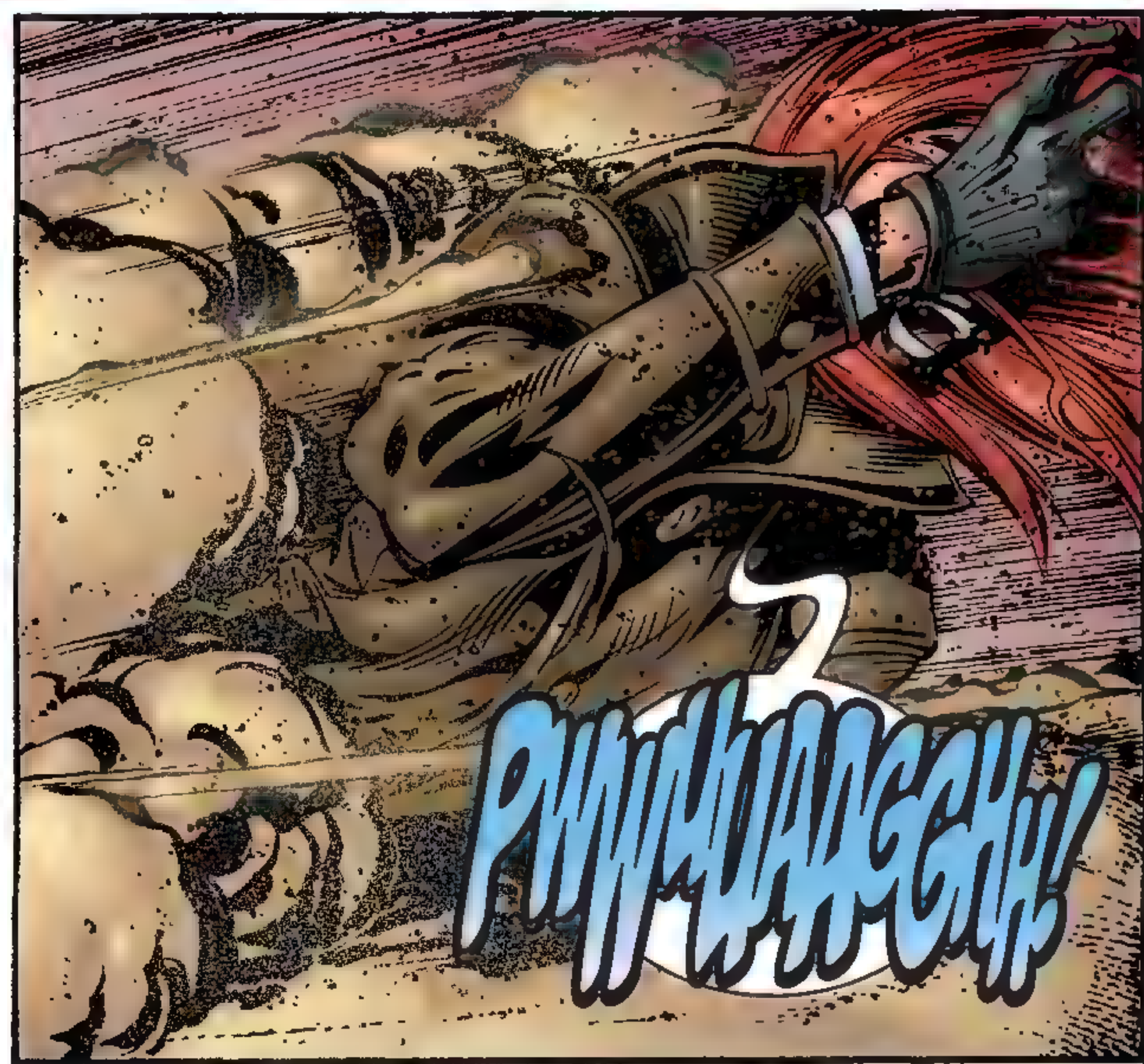
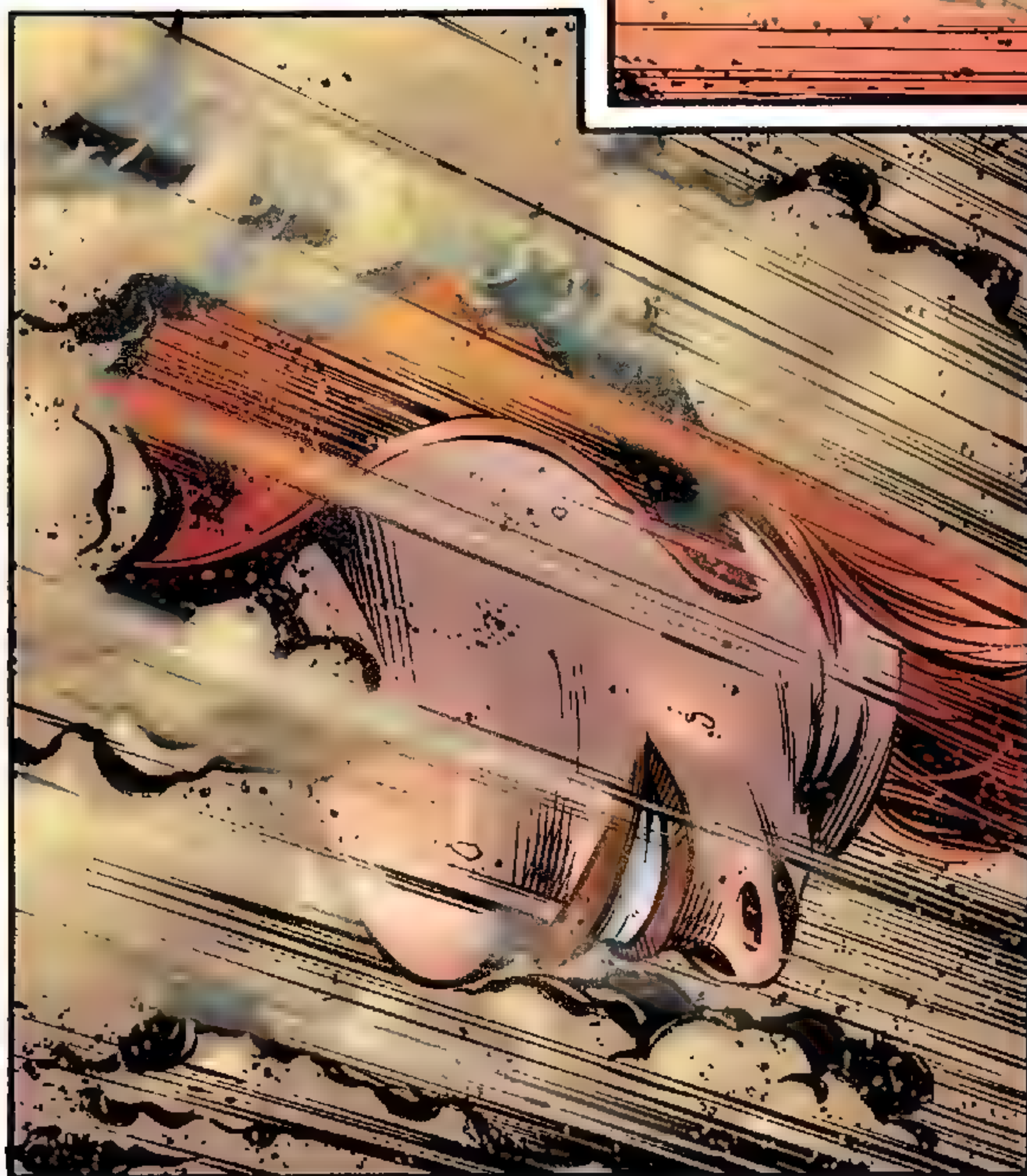
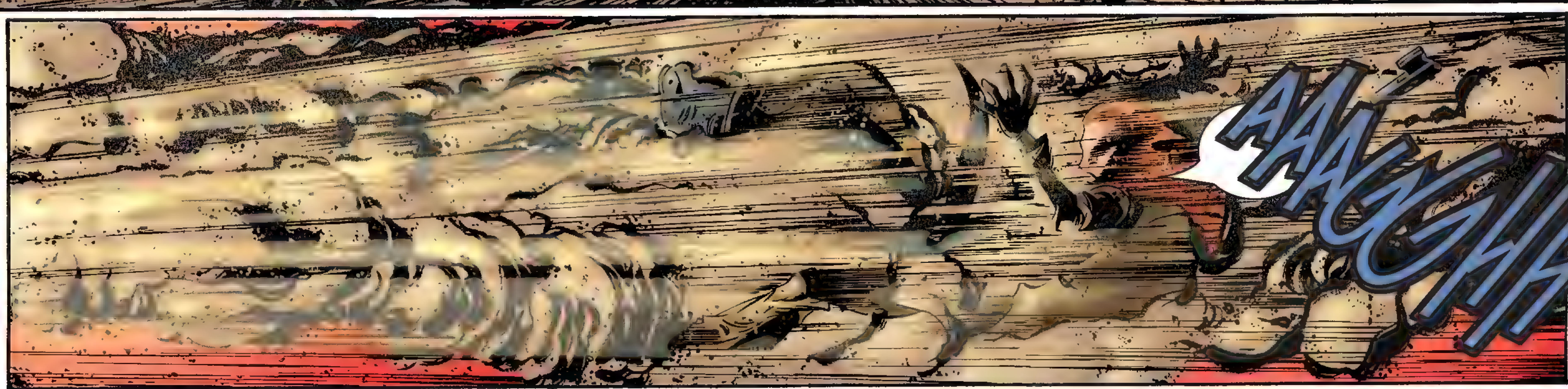
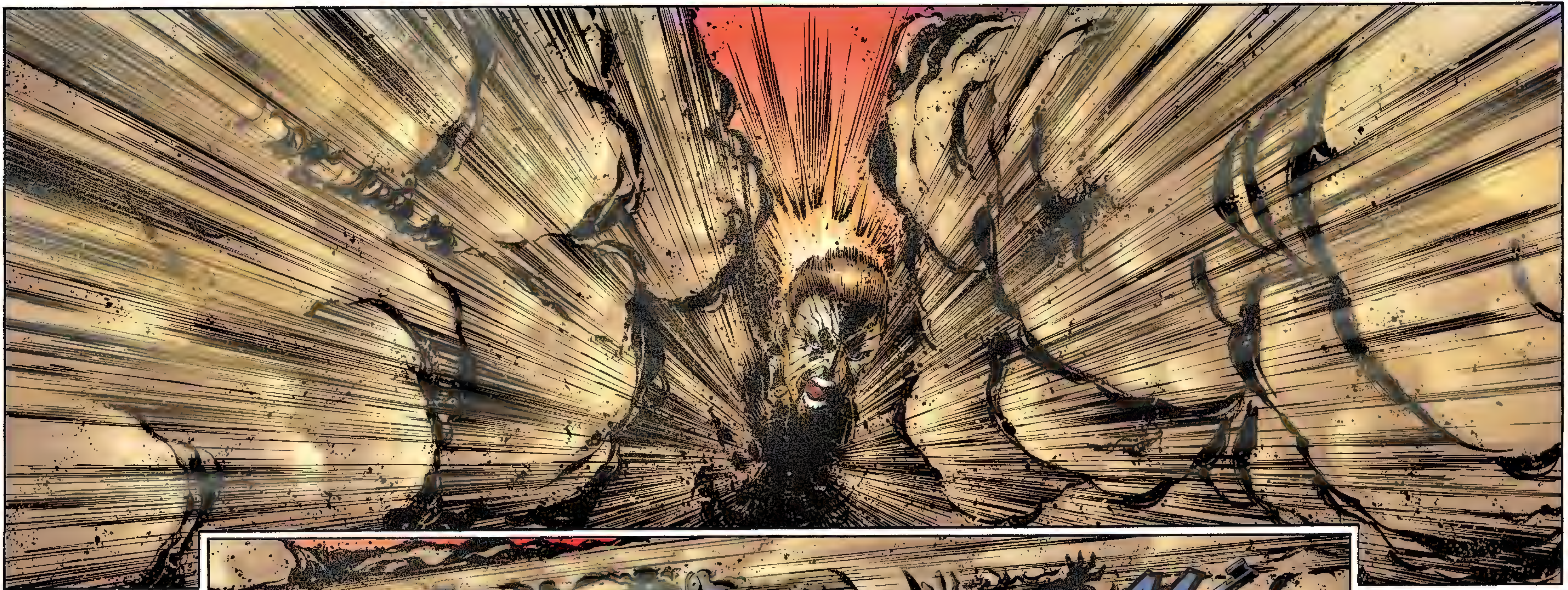
I got it.

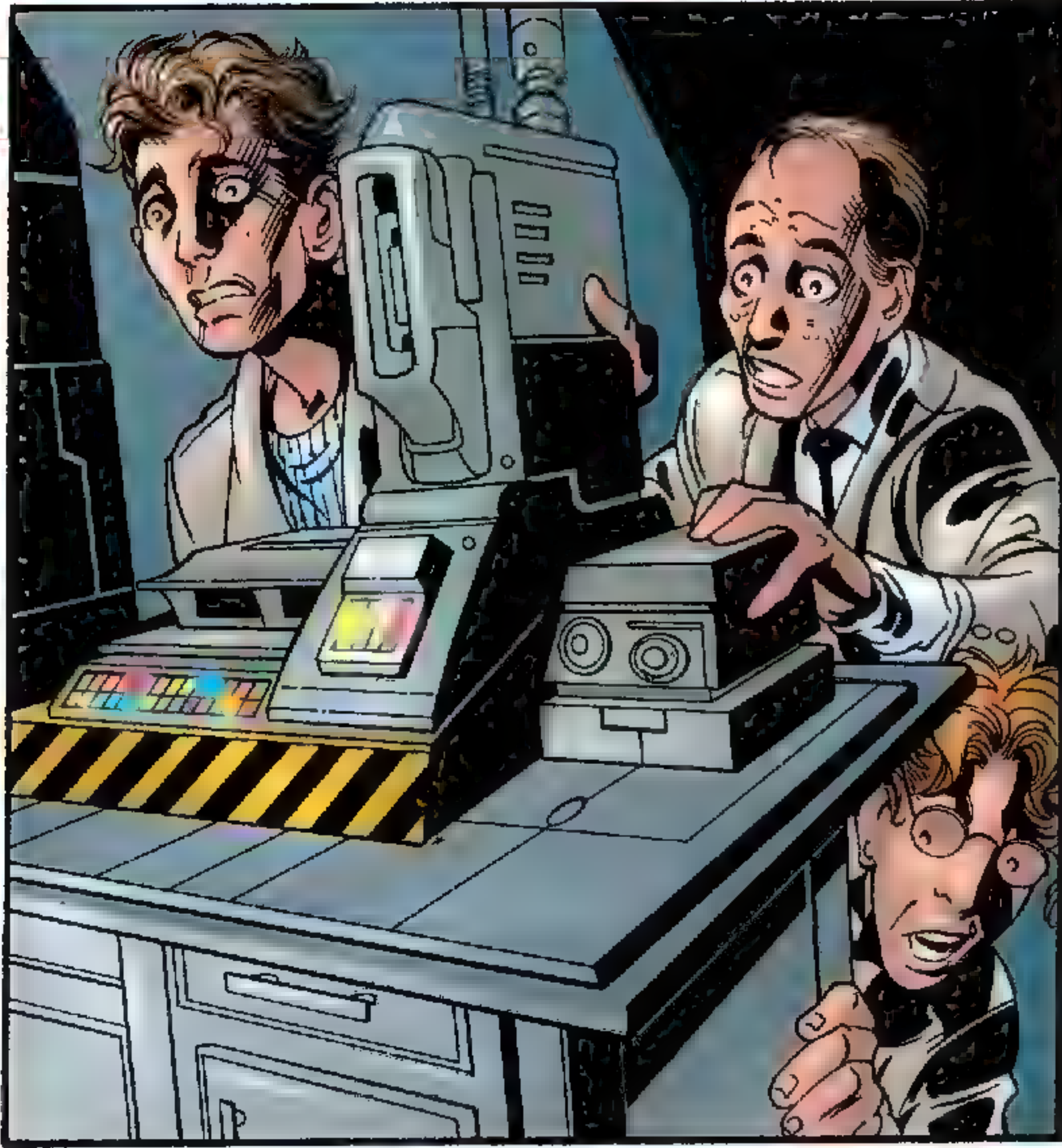
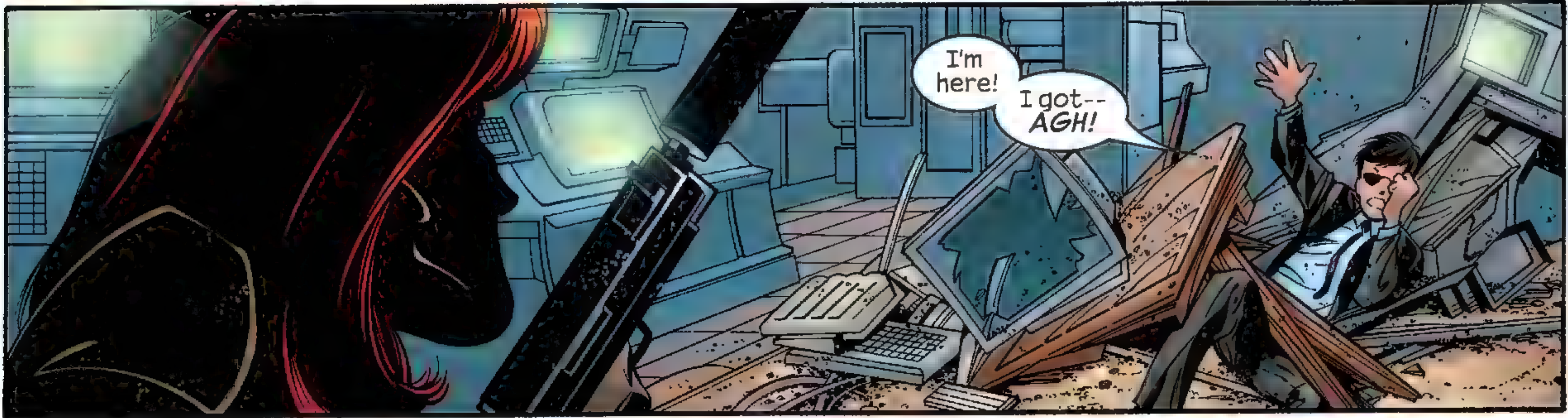
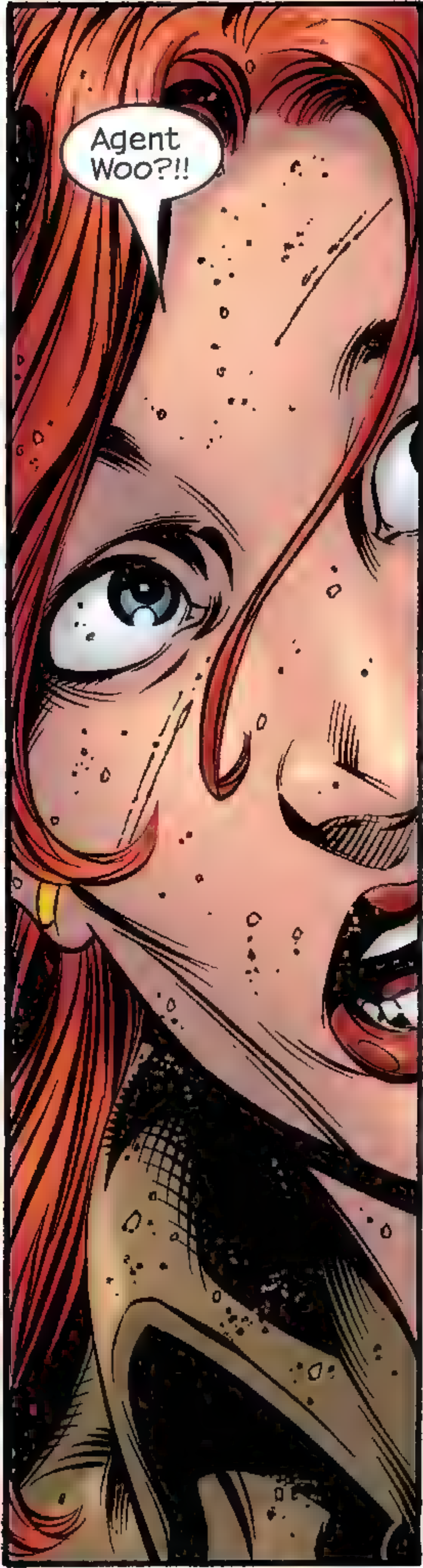
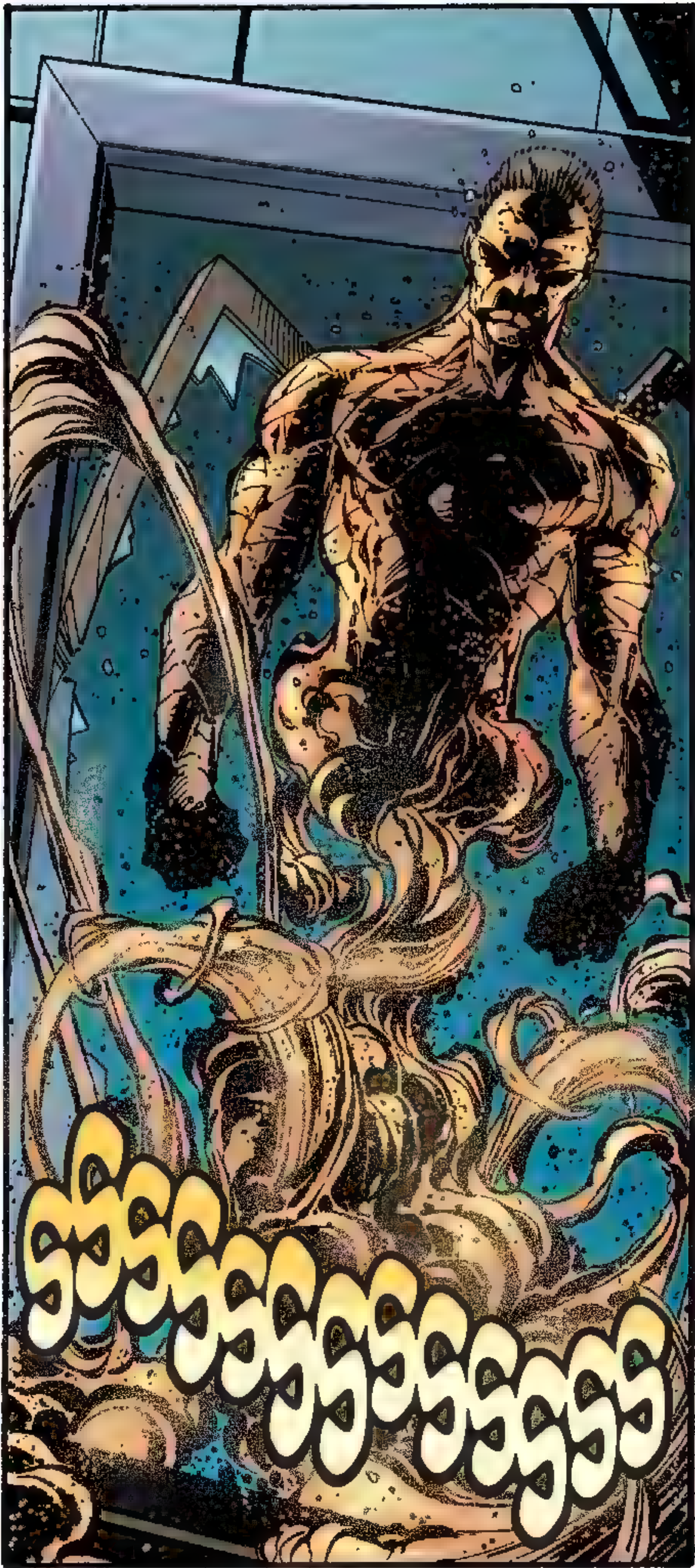
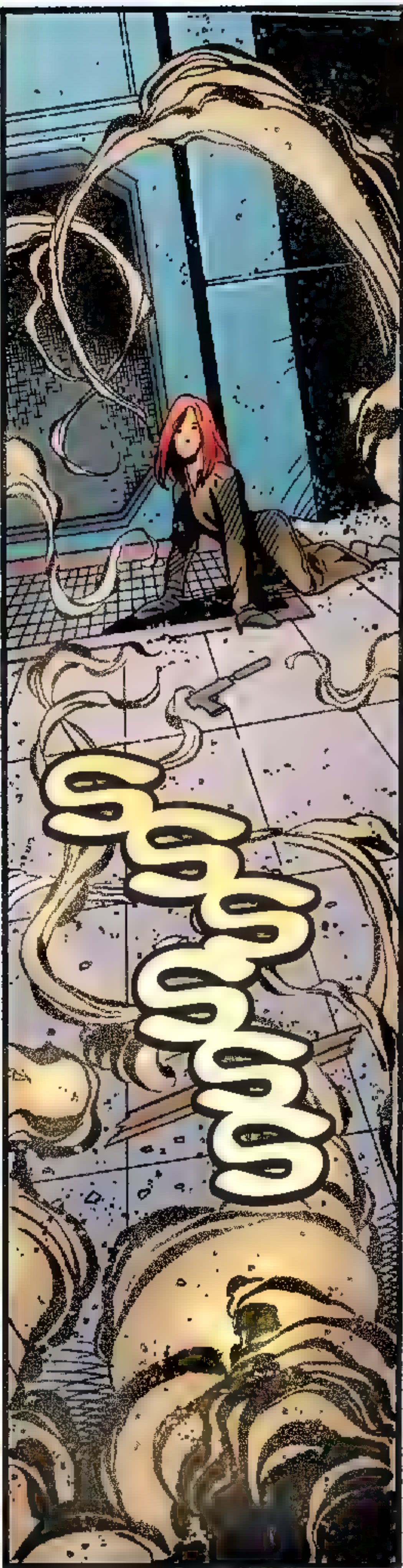
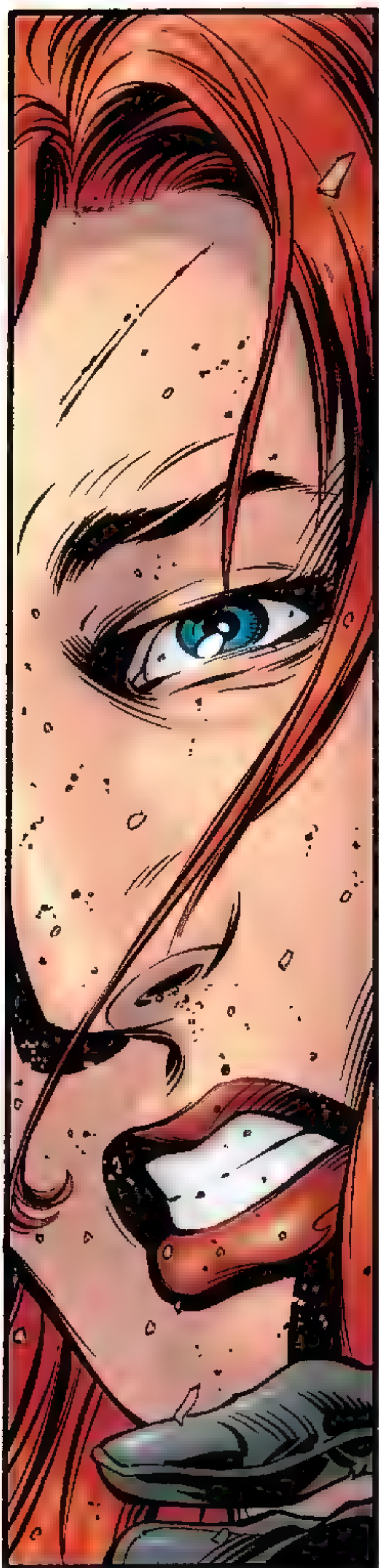
Here.

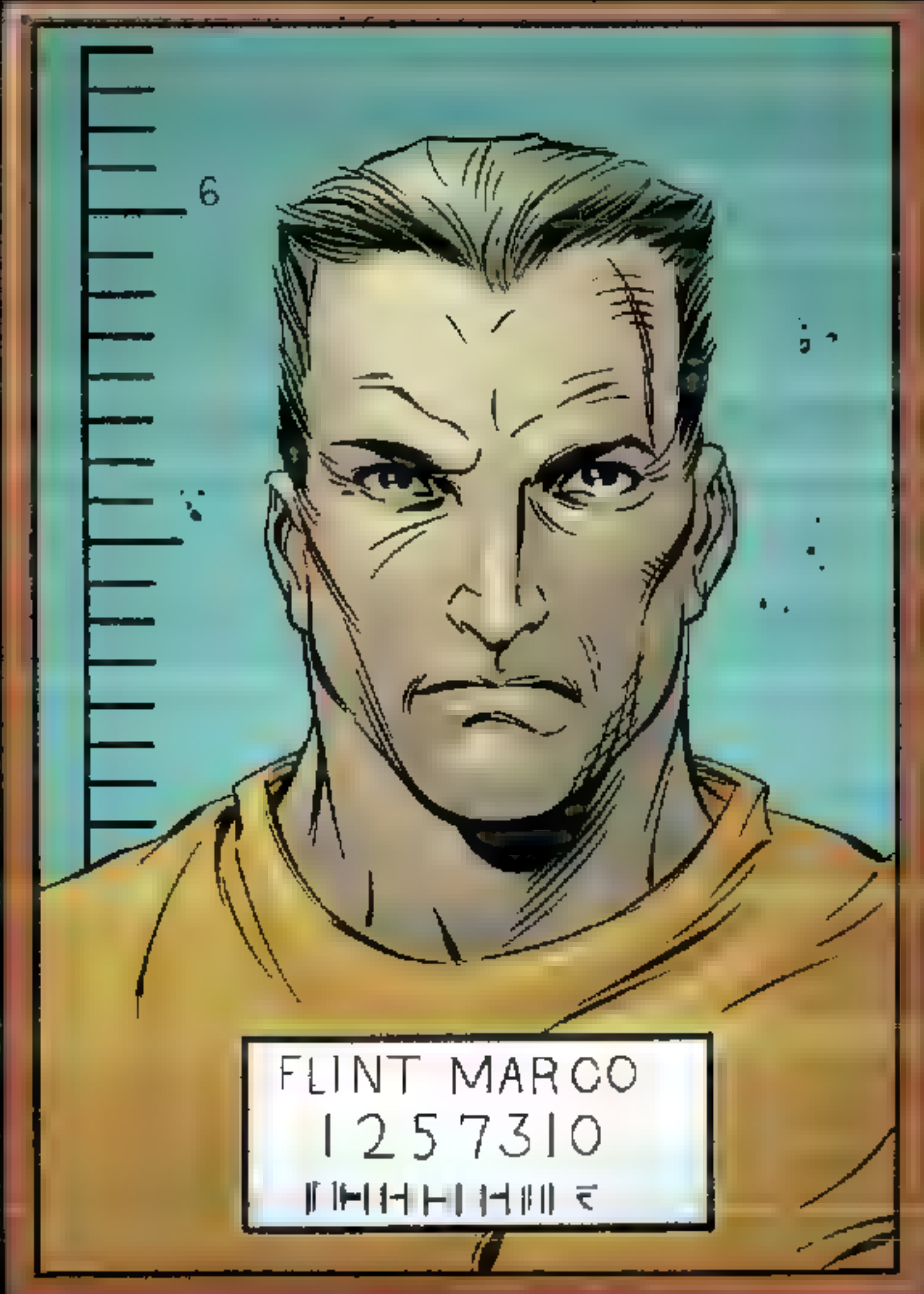
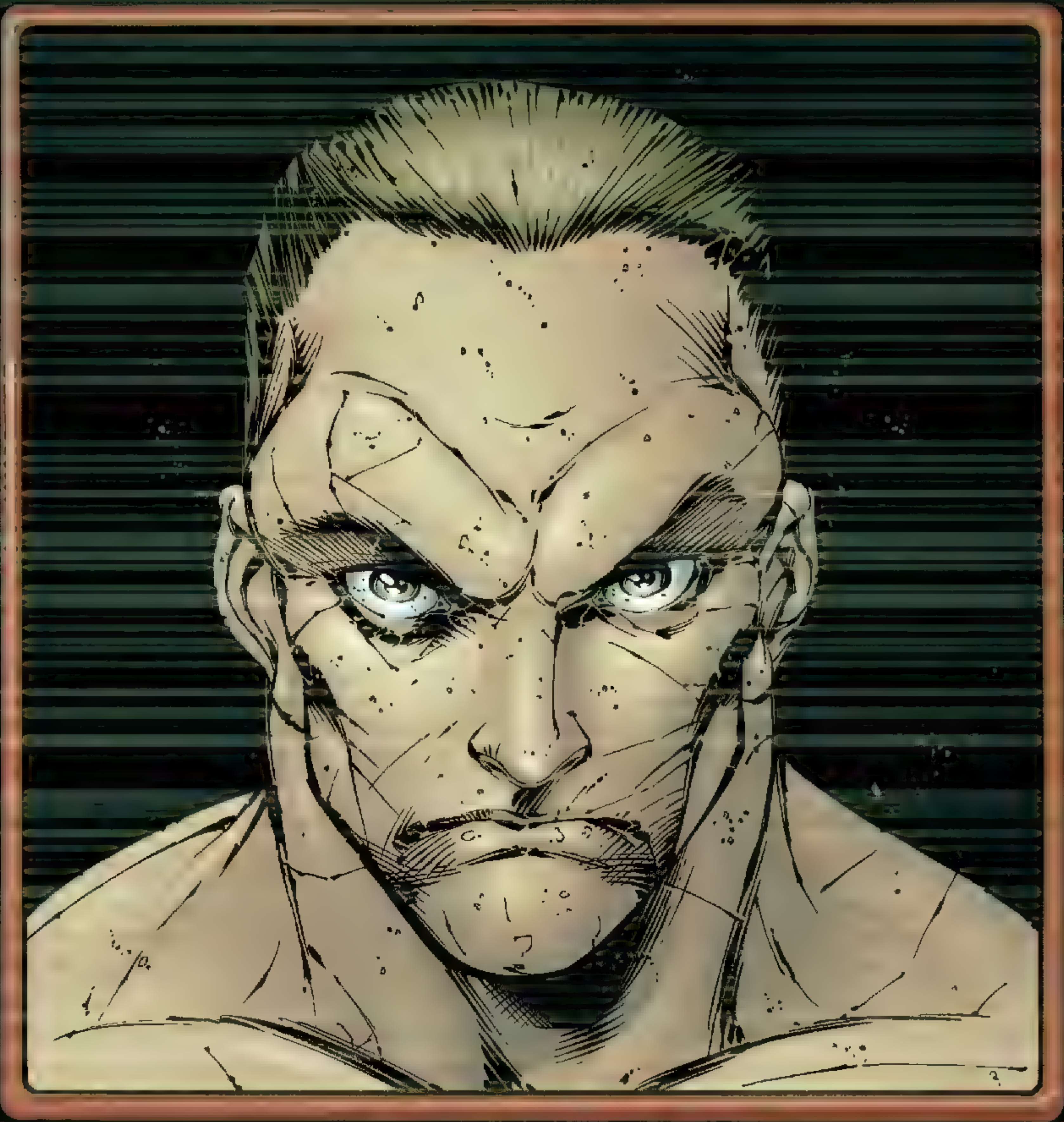
LOCK
DISENGAGED
SEALS BREA

CLANG









FLINT MARKO

CODEWORD: SANDMAN

"His file reads-- and this is, of course, information I got *after* the fact--

"The file reads: Flint Marko-- career piece of crap.

"He was sent to Ryker's for fifty years for the single worst crime spree I have *ever* seen on paper.

"He tried to rob a Brink's car, failed, ran away, went home, beat up his girlfriend...

"(In what I guess was frustration over the botched job.)

"The cops came on a call from neighbors, Marko beat up one of the cops, put him into the hospital.

"Eventually the cop dies.

"So, all that adds up to about the most disgusting human being I have ever heard of and fifty years in Ryker's.

"How he got into Hammer's custody for genetic experimentation is under investigation, but one could guess money changed hands. Deals were made.

"Marko had undergone a smattering of genetic tests and experiments--

"(You'll find the specifics enclosed in the specs report from Hammer's lab.)

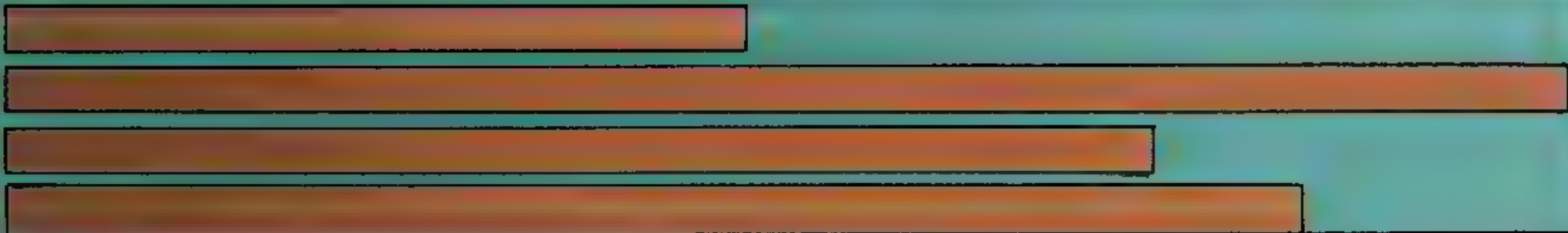
"But as it stands his project, Codeword: Sandman, says it all.

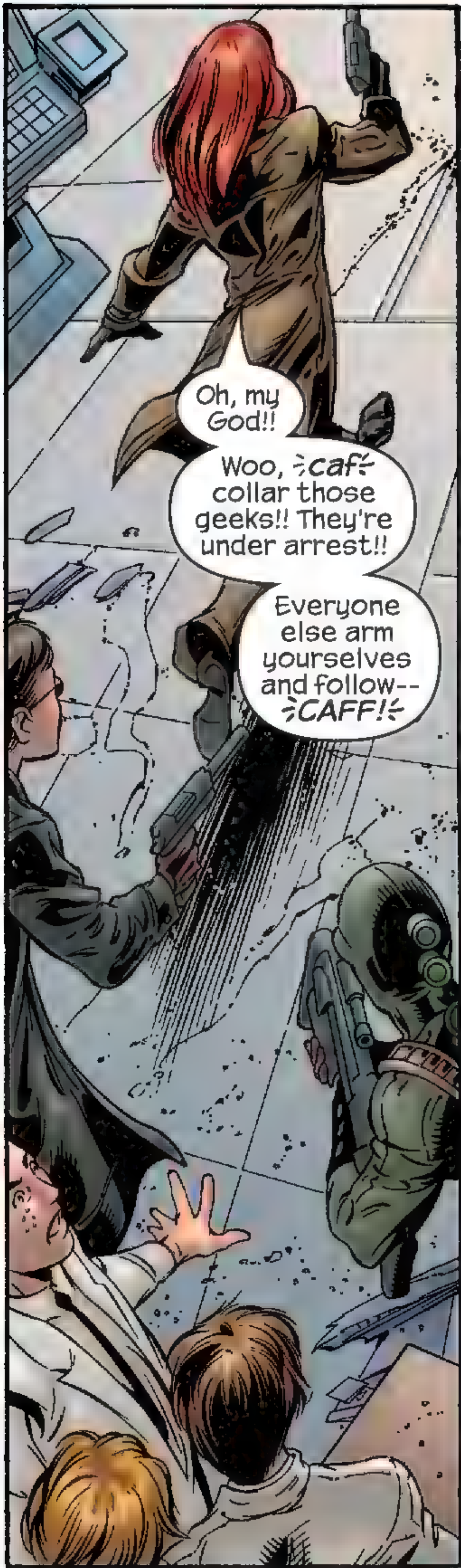
"He is able to manipulate his DNA into an organic sand-like quality.

"What this has done to his brain, we don't know yet.

"As he hasn't spoken.

"But now I had an agent down and this Sandman was officially on the loose!"





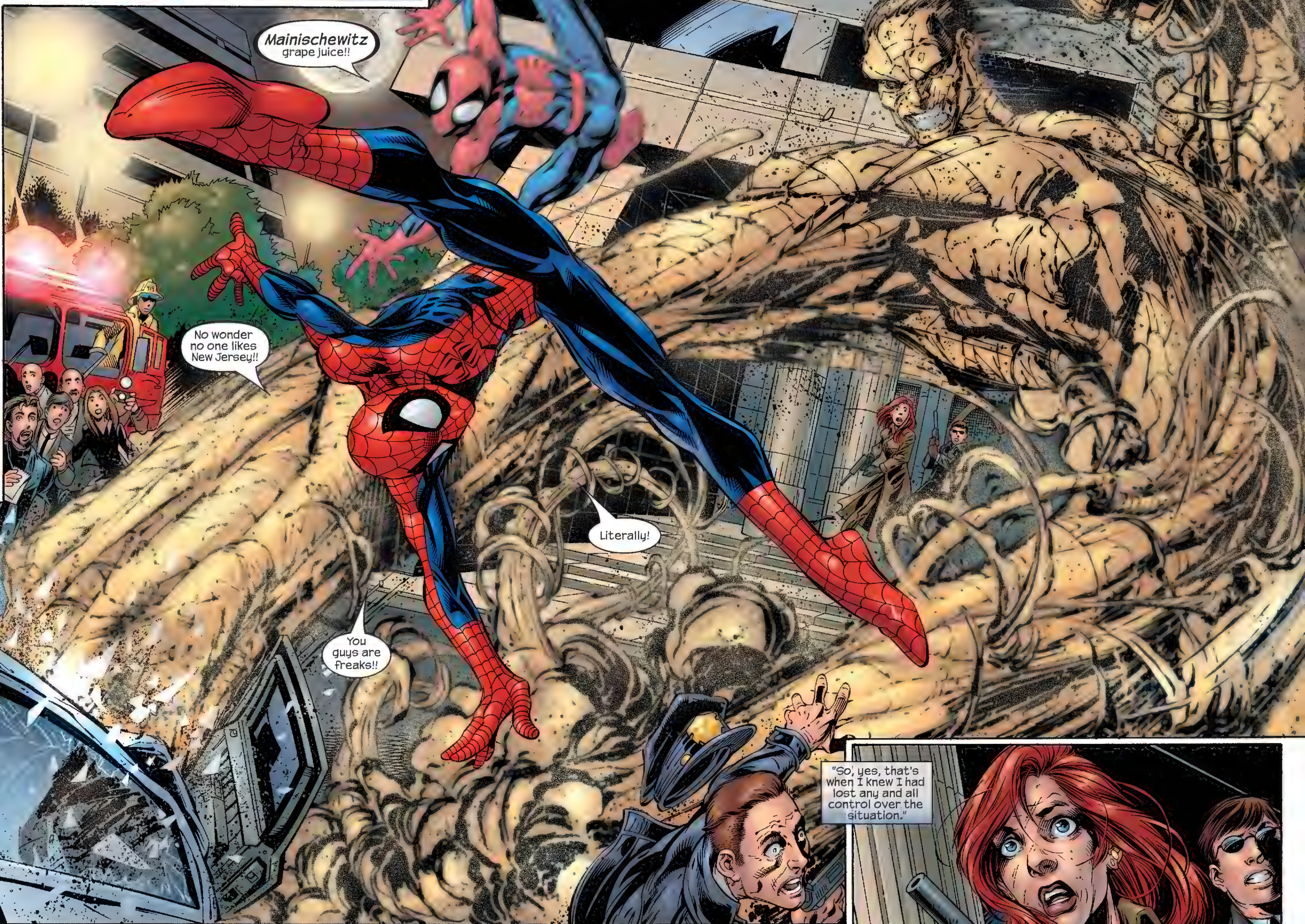
Oh, my God!!

Woo, ~~cafe~~ collar those geeks!! They're under arrest!!

Everyone else arm yourselves and follow-- ~~CAFF!~~



Do not hesitate to--

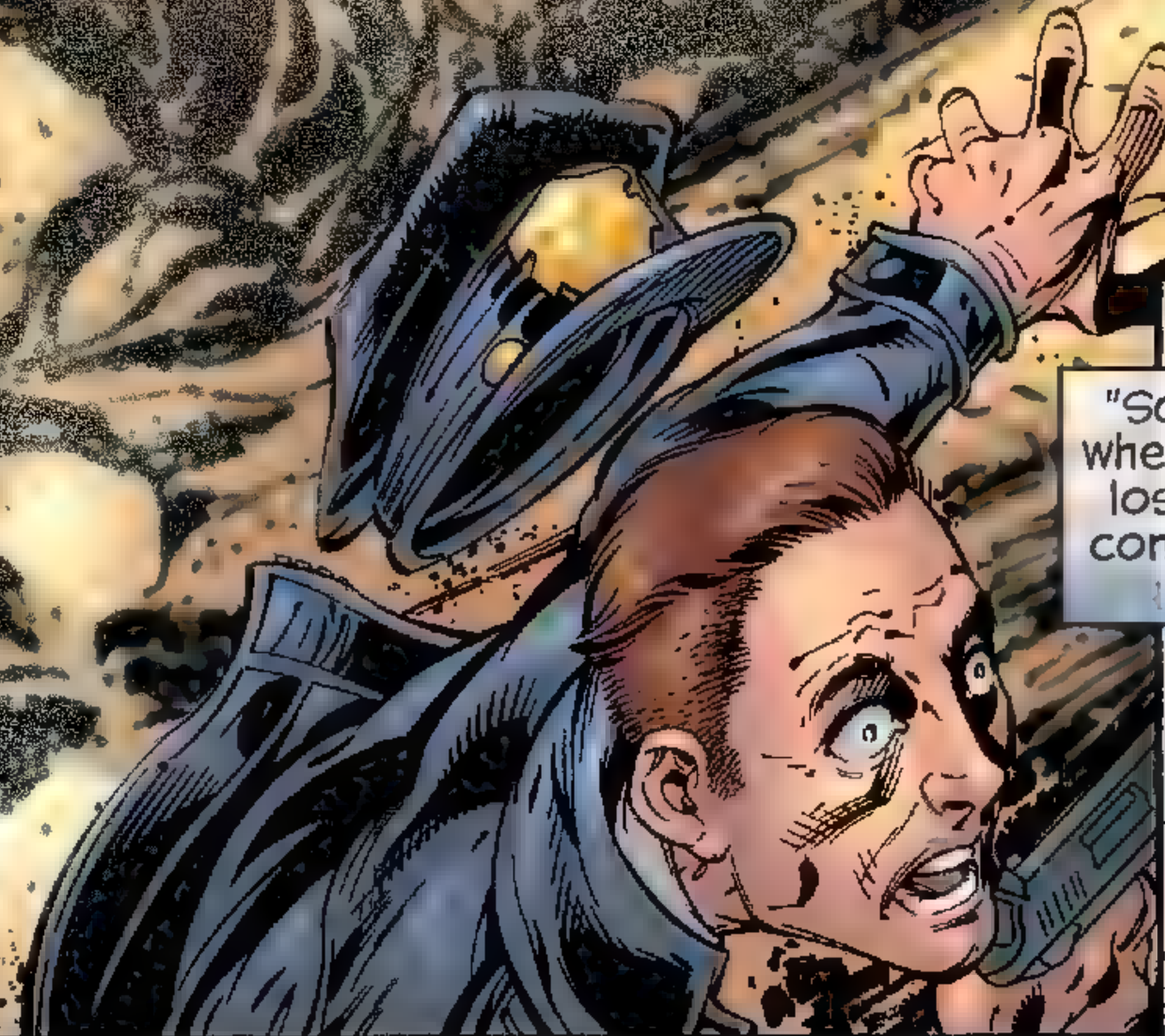
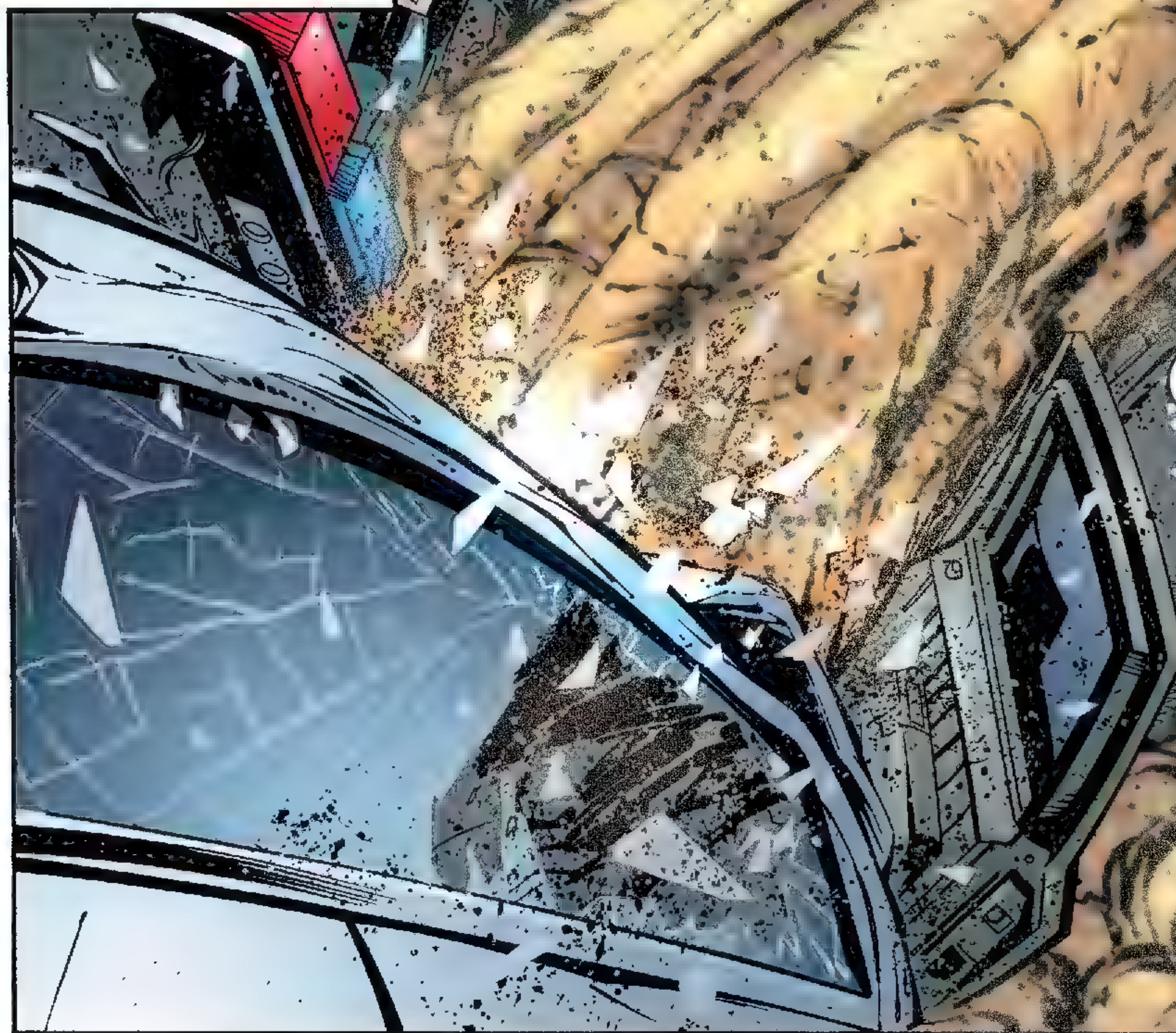


Mainischewitz grape juice!!

No wonder no one likes New Jersey!!

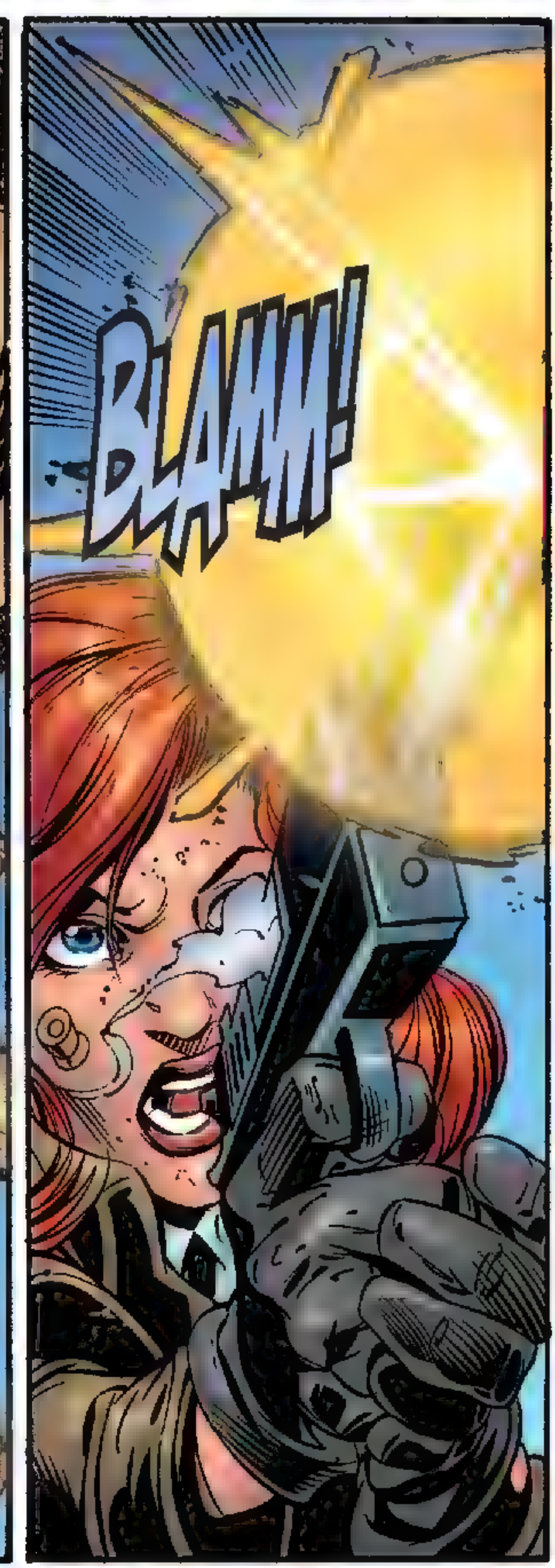
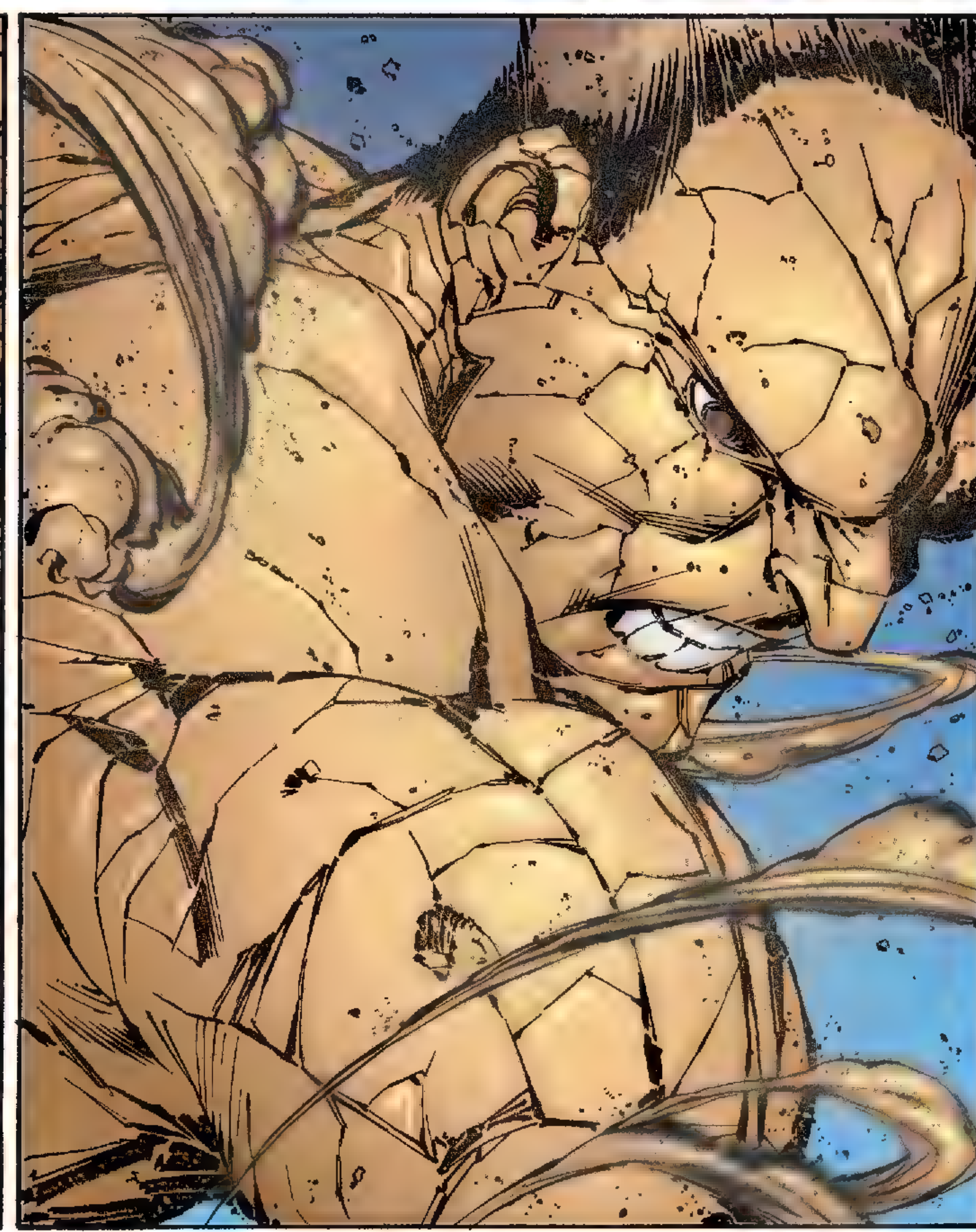
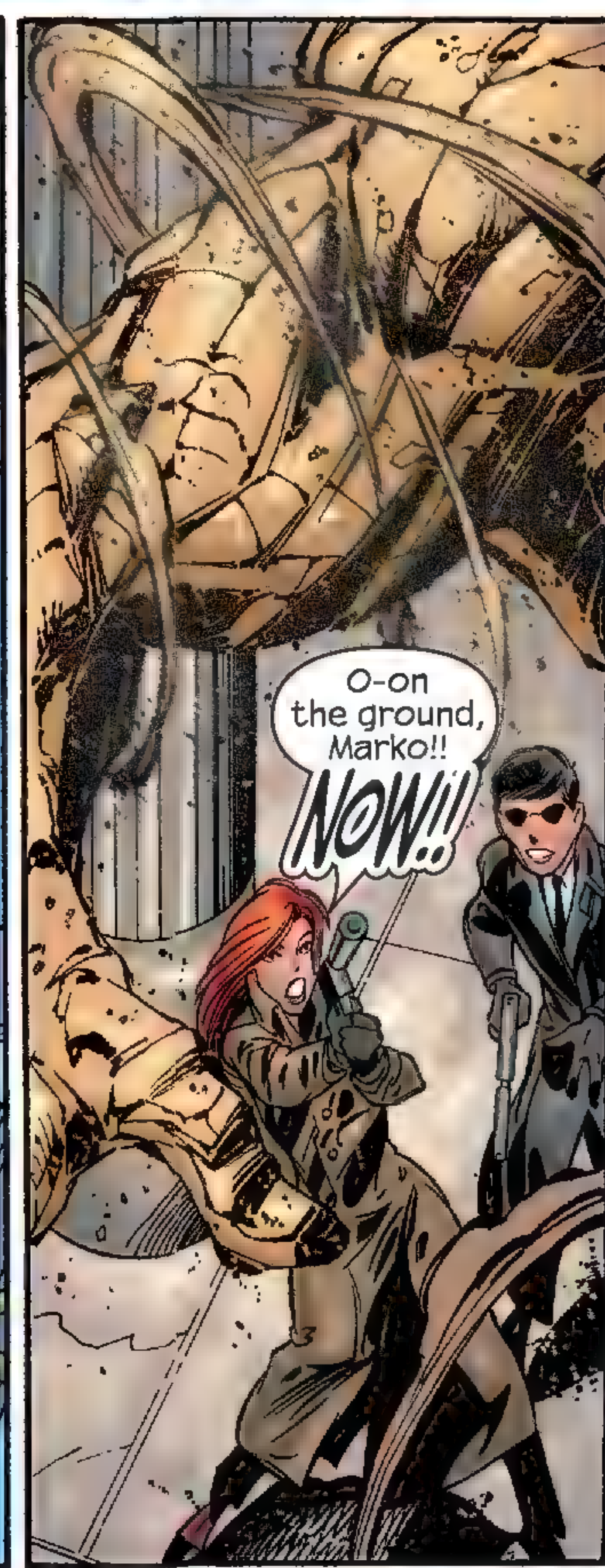
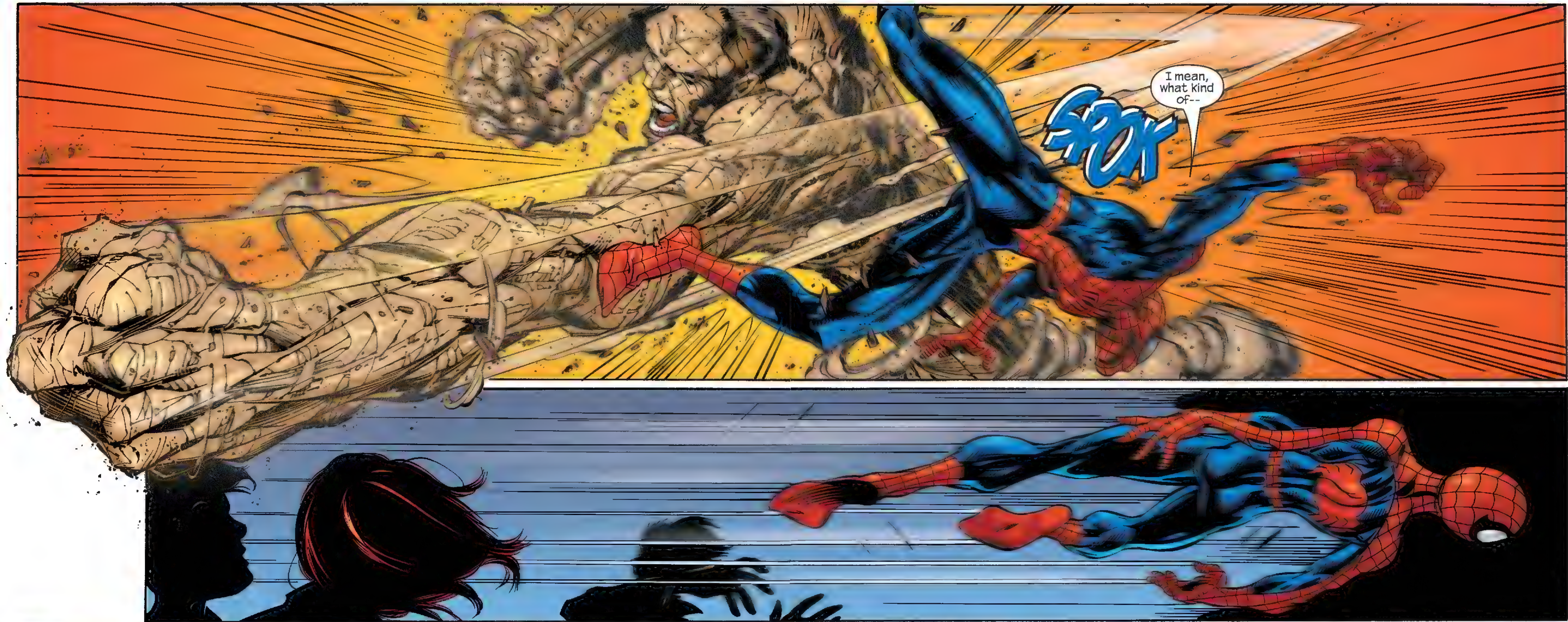
Literally!

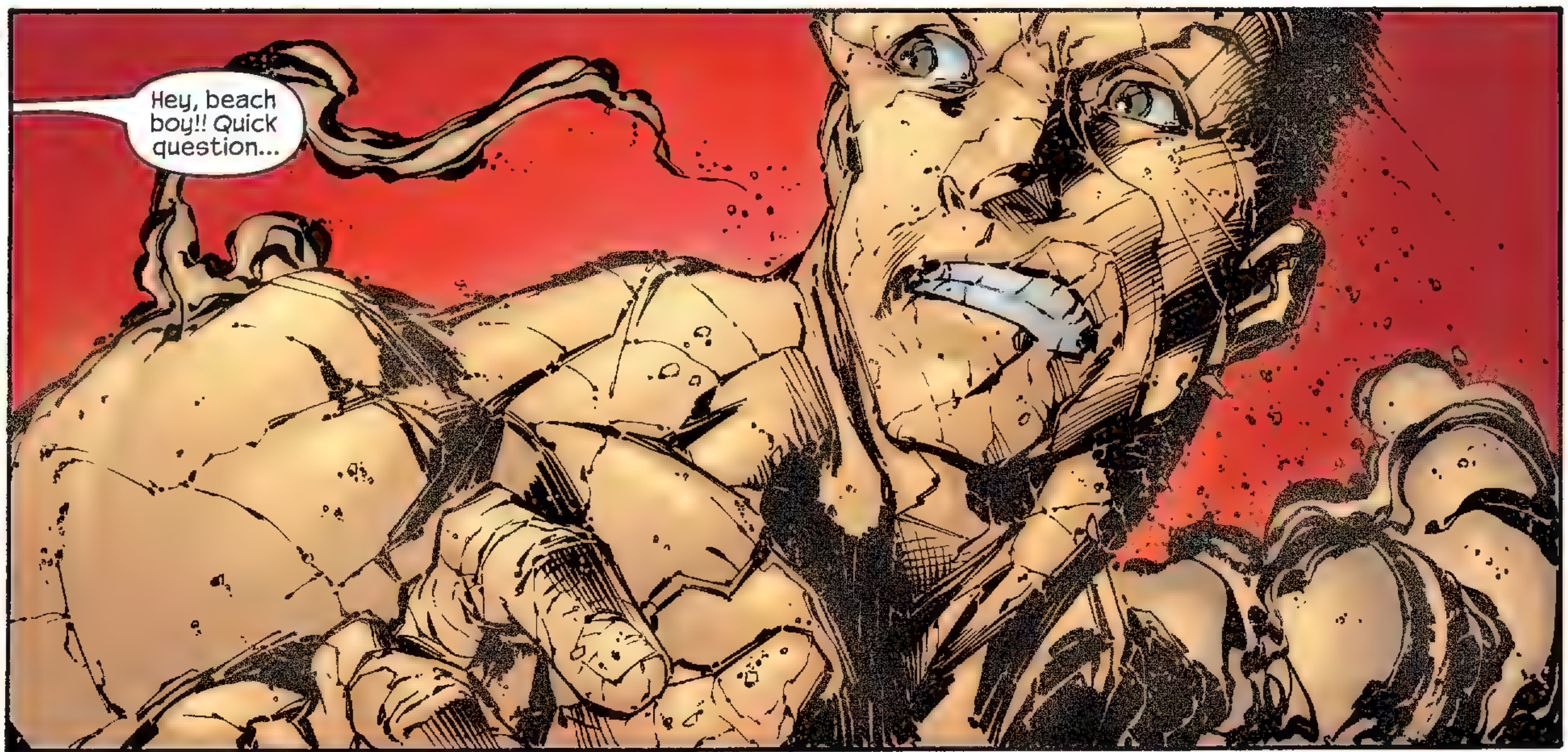
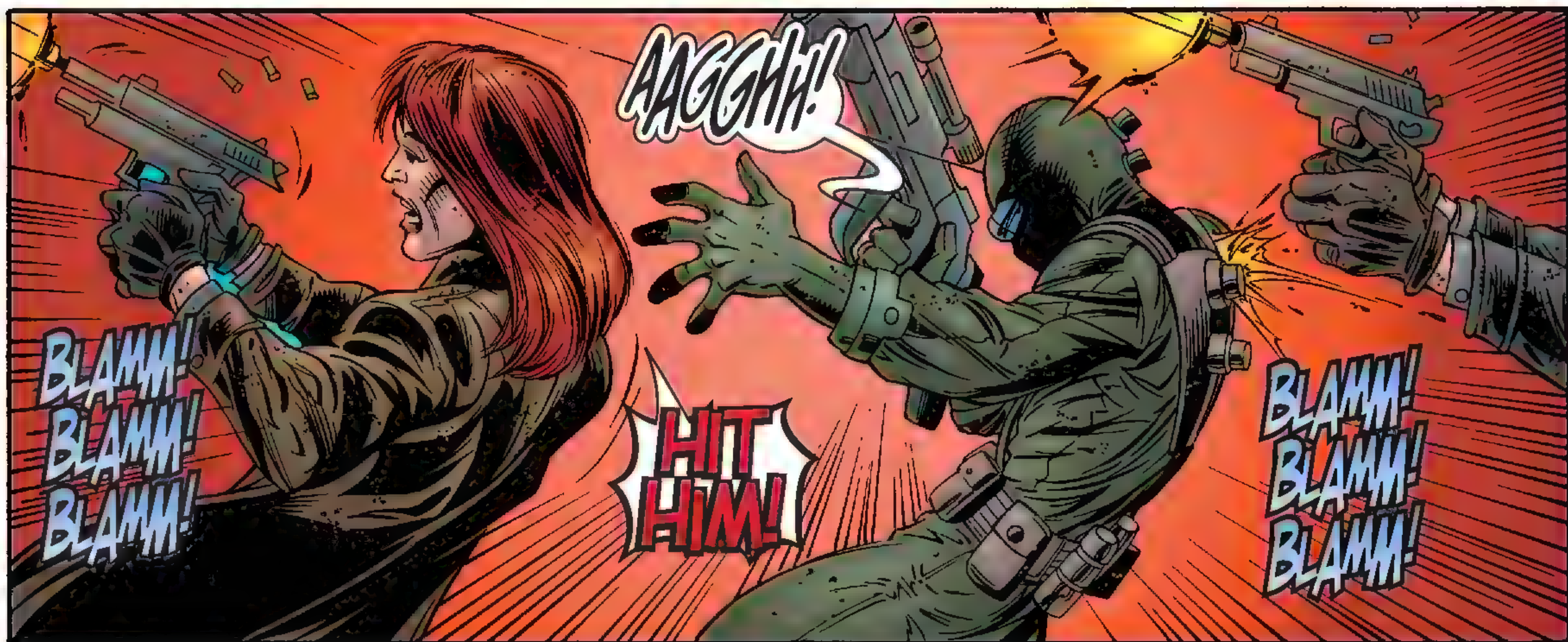
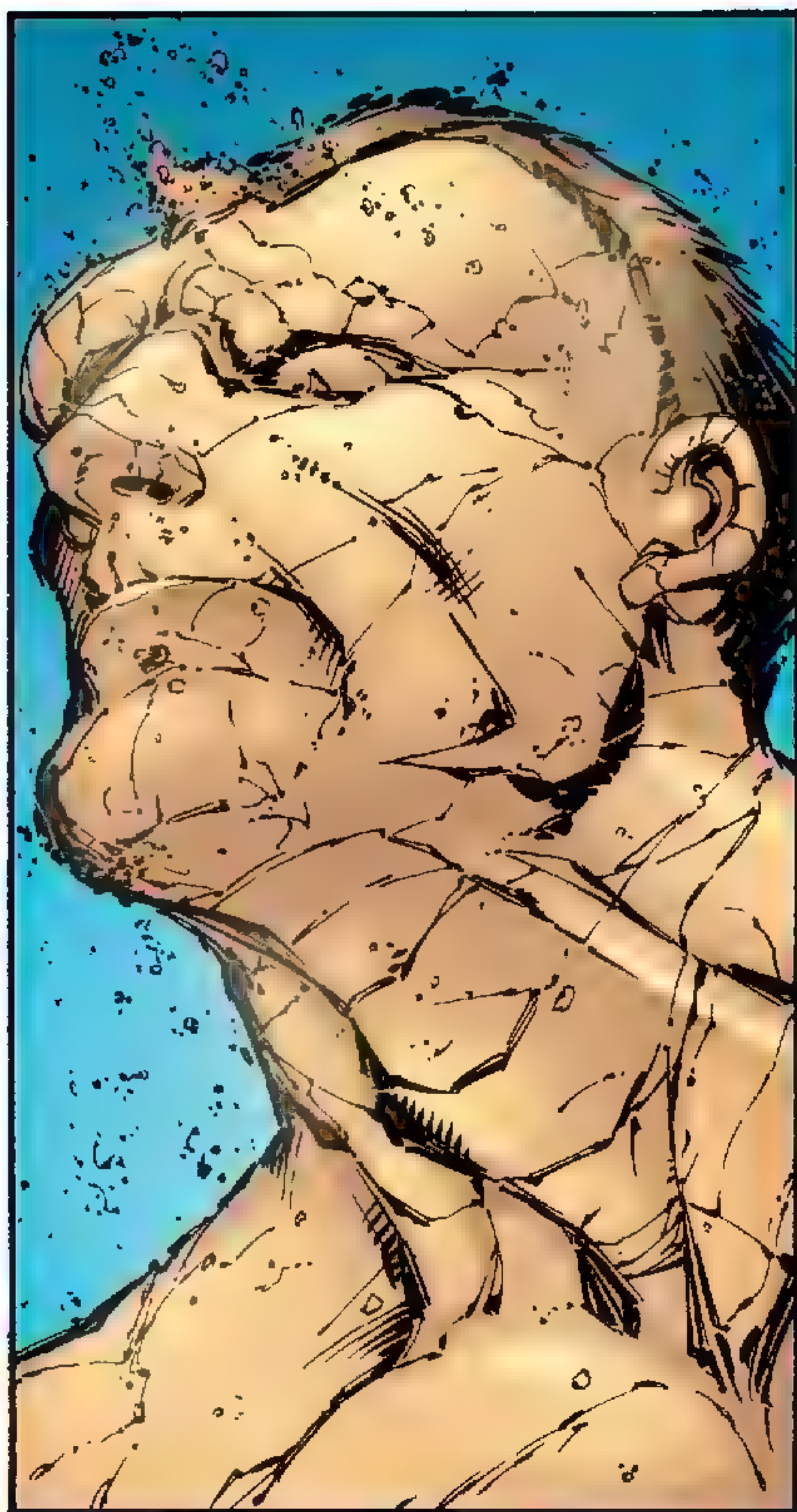
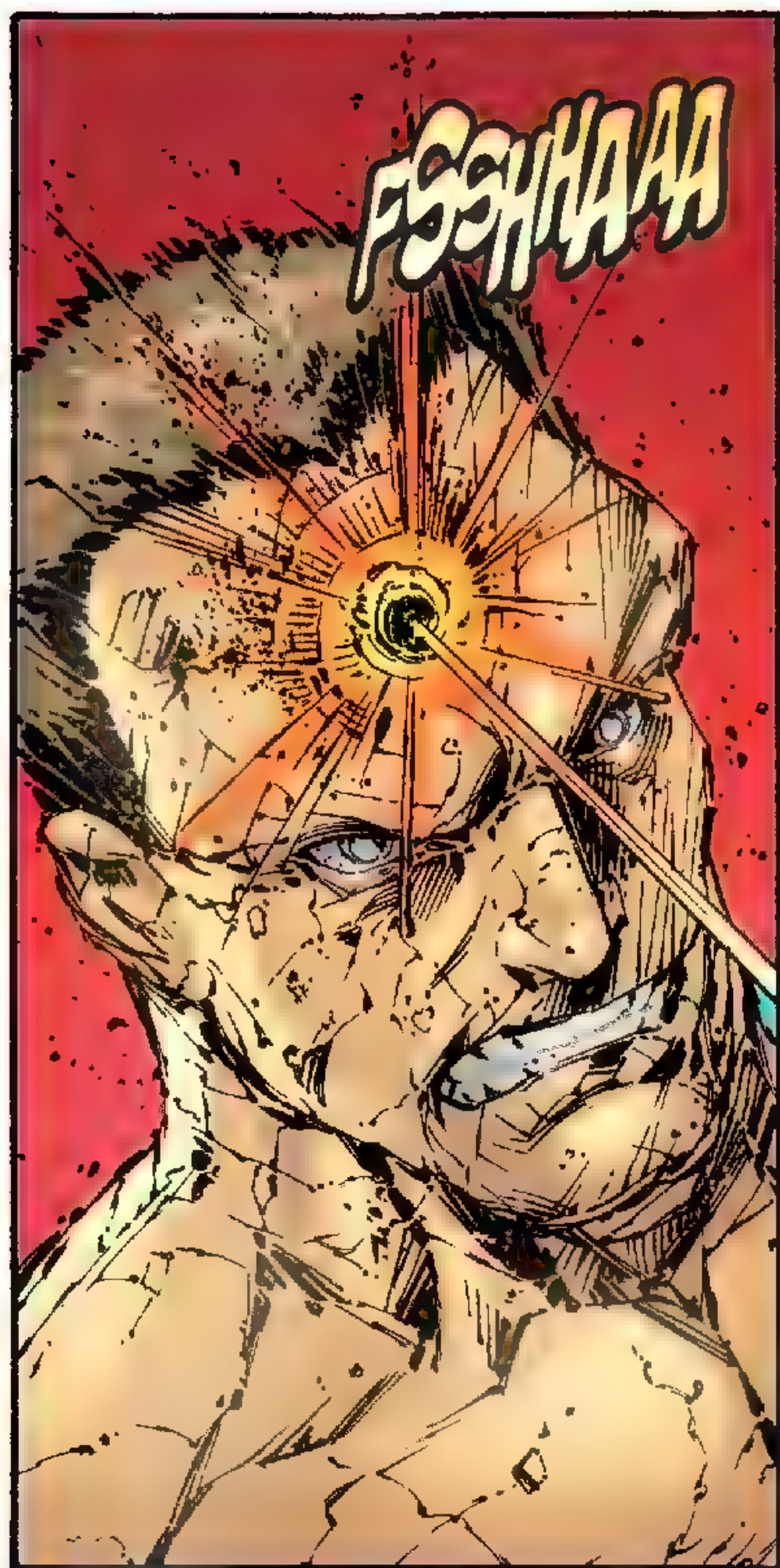
You guys are freaks!!



"So, yes, that's when I knew I had lost any and all control over the situation."



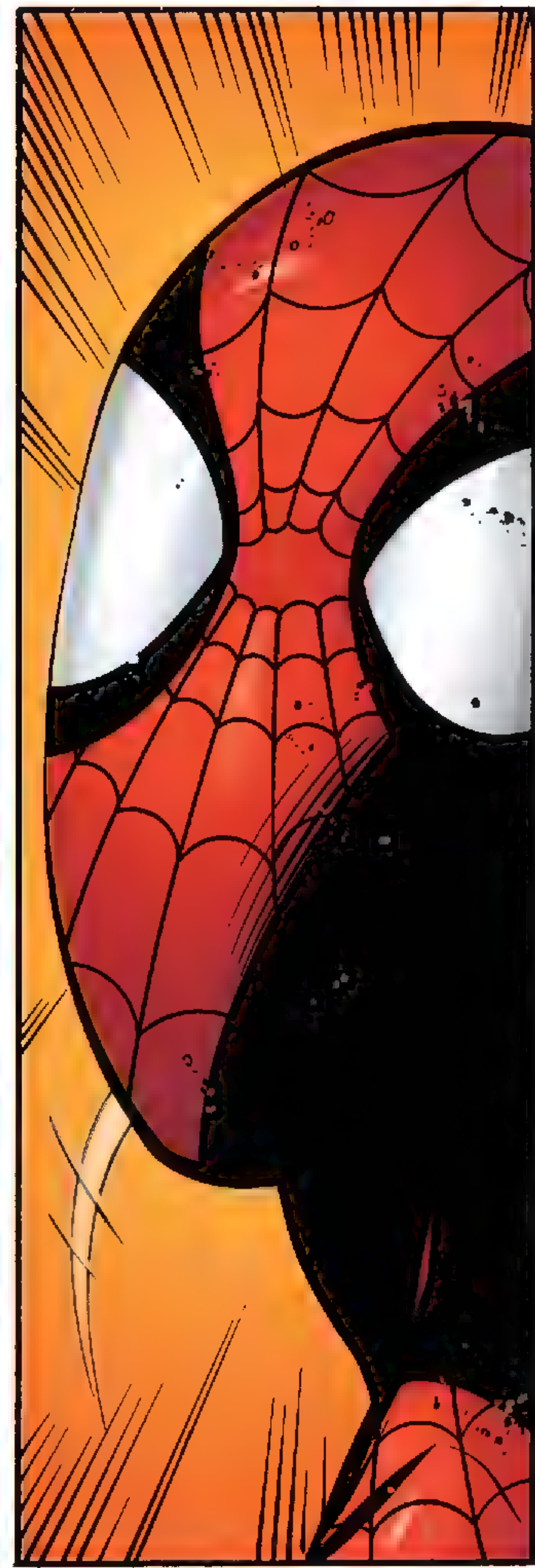
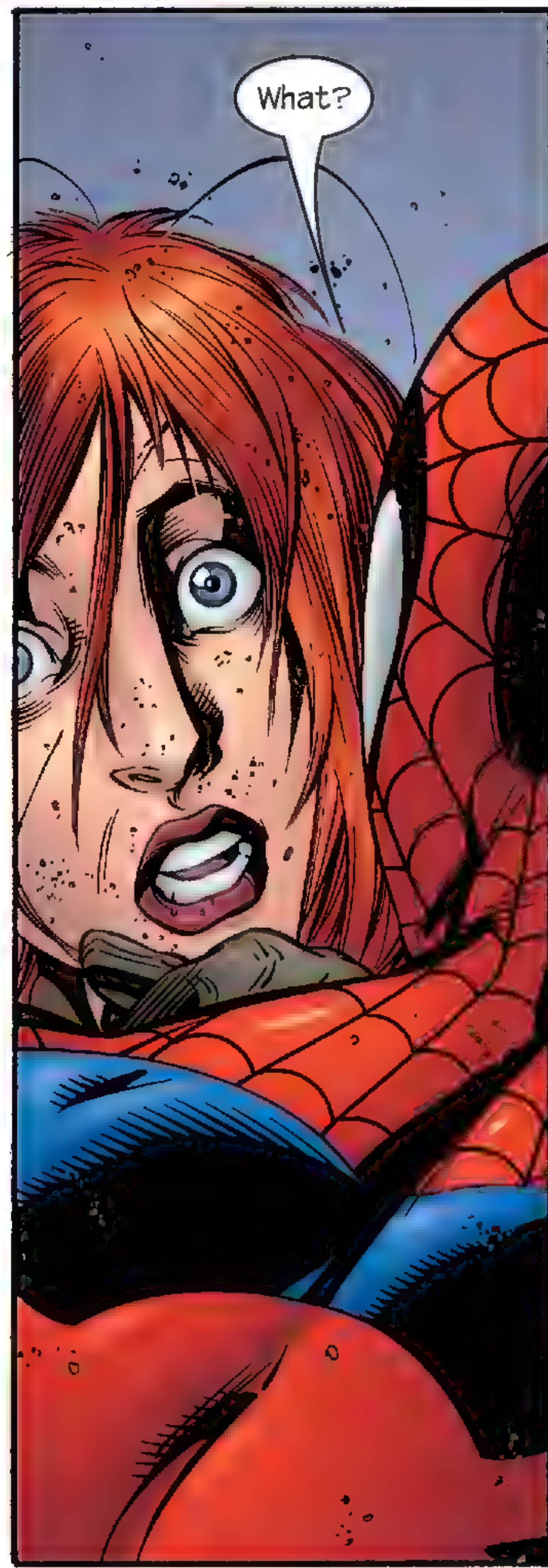
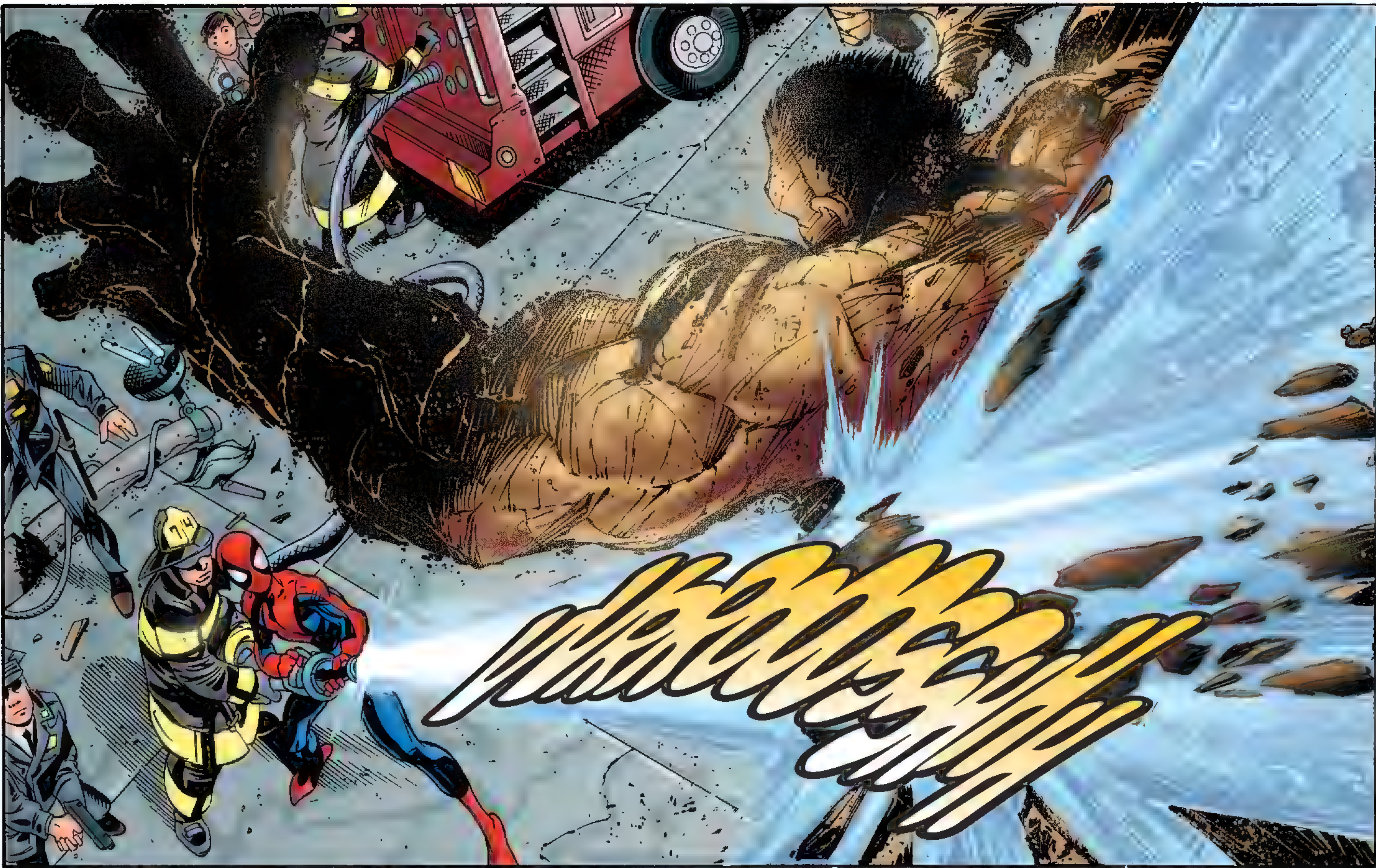


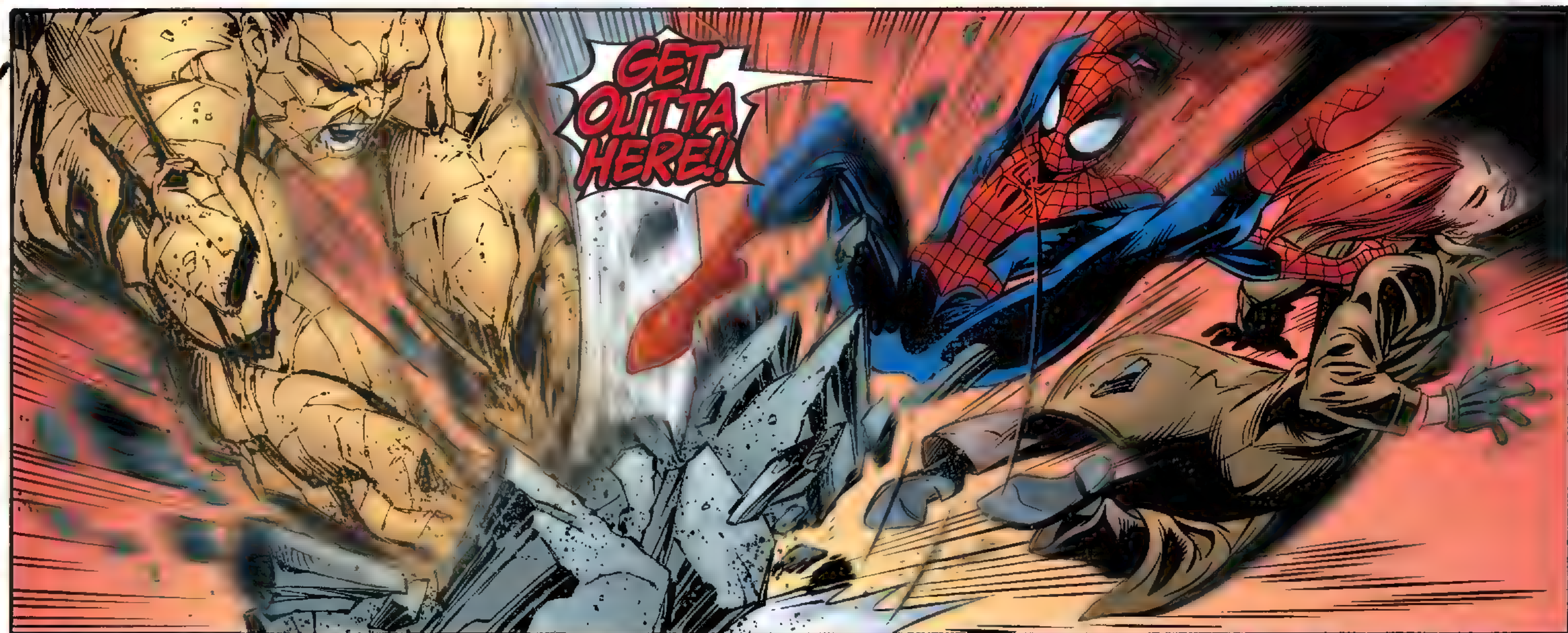


Can you
do the math
on this?

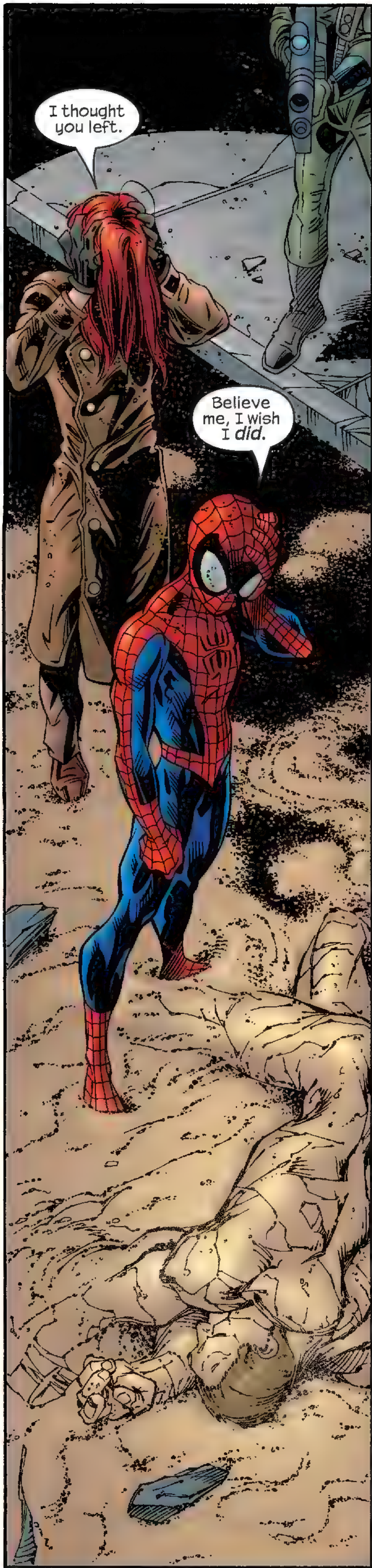
CRASH!













Why didn't you apprehend this Spider-Man character as well?

Fury's orders.

Spider-Man was off limits unless he became a public menace.

You'll have to ask *him* why.



Uh, can I say something on the record before you wrap this up--

If you wish.

I just--I just wanted to say that this is a bad idea.

What is?



These creatures, and that's what they are now-- *creatures*.

I mean, everybody is so busy over there with the mutants and The X-Men but meanwhile there's these creatures...

...these creatures are a real *threat* to our way of life.

They're a threat to our health and our safety.

Everyone is looking to make the next super soldier-- the next bio-weapon in human form-- and all we have to show for it are these-- these *horrors*!!



And-- and instead of *destroying* them... you, we keep *poking* at them with sticks to see what will *happen*.

Poking and prodding them and trying to *duplicate* them and we just keep making it worse and *worse*!!

And before you know it (and I *know* I am right), before you know it, it's all going to come back and it's really *not* going to be good.

Okay?

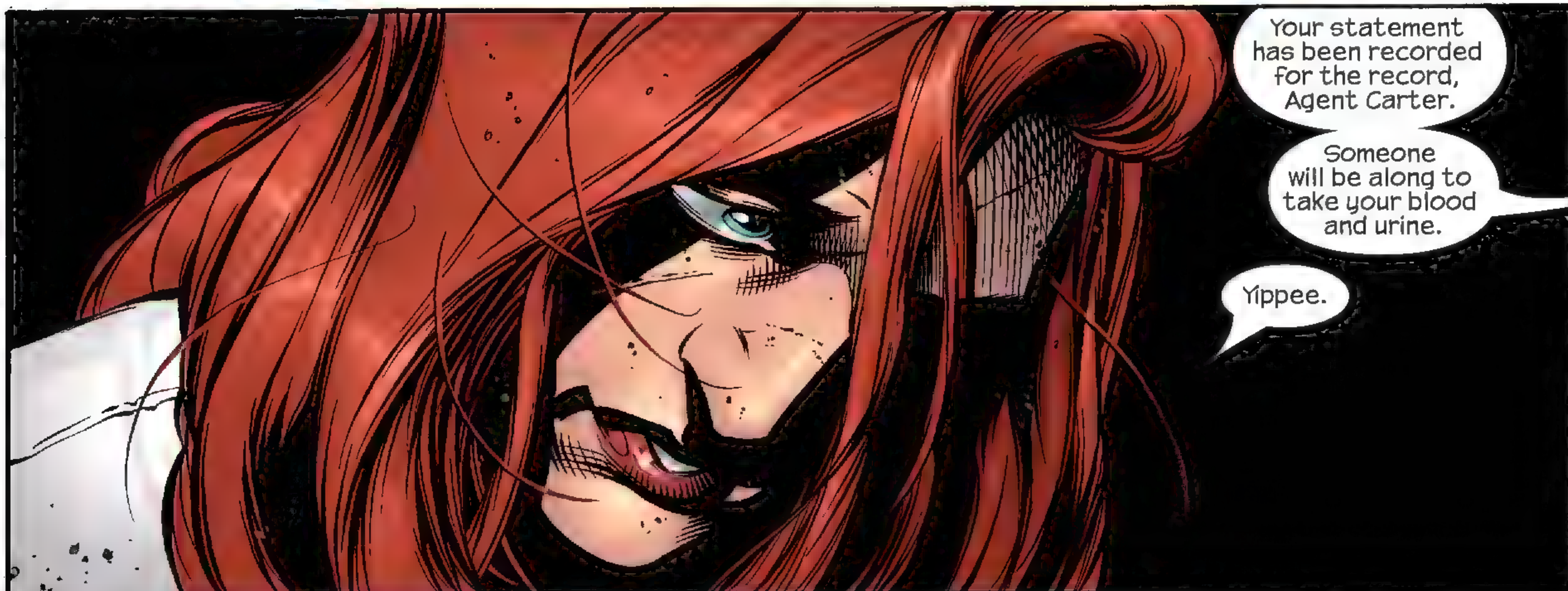
I'm saying this Doc Ock, this Sandman... *destroy* them!!

Don't lock them all away for poking. Destroy them and end this.

You're playing around with God's plan and it's going to come back to--

Hey! I'm not *joking*!!!

This is a bad idea!!

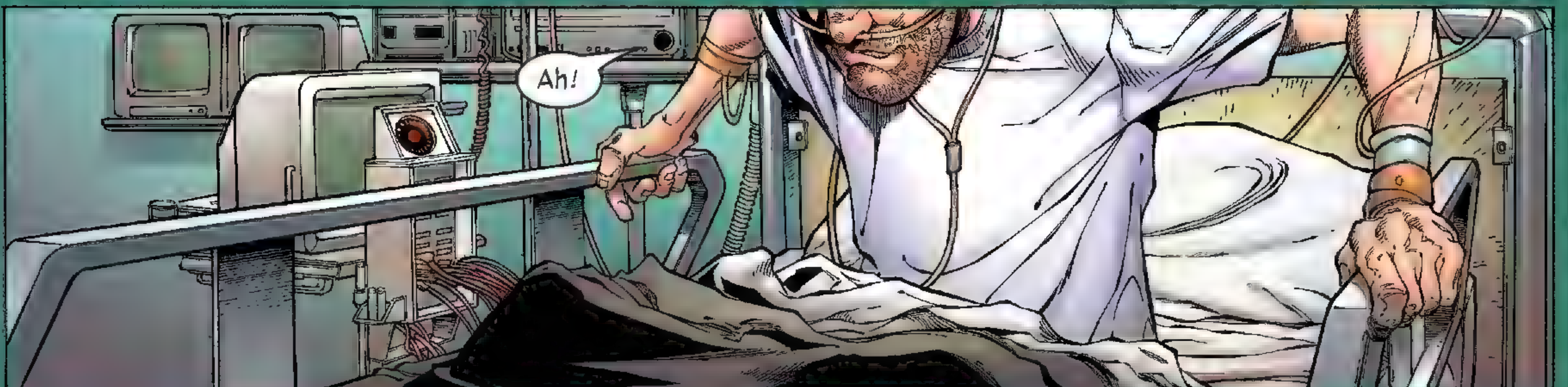
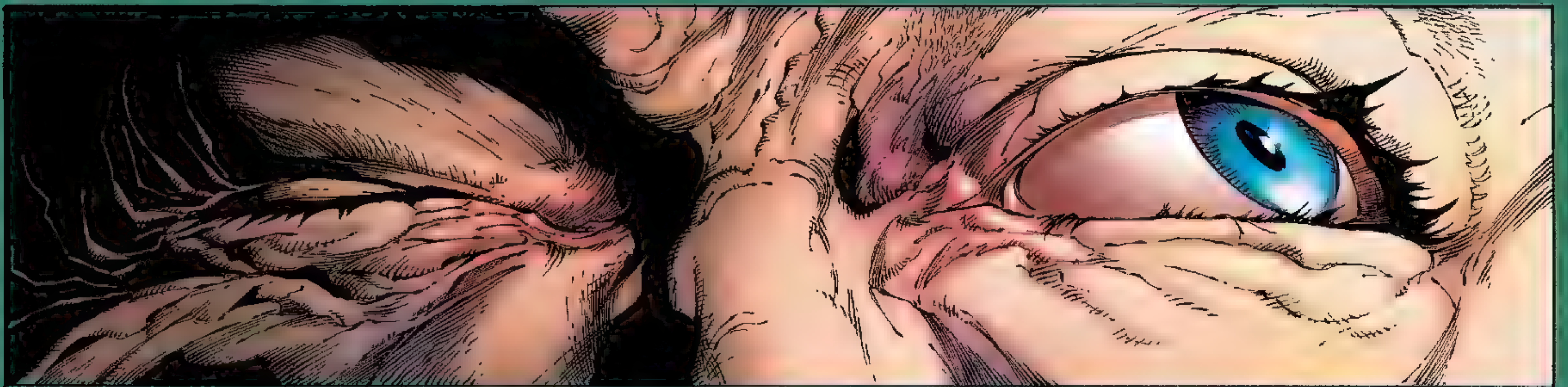
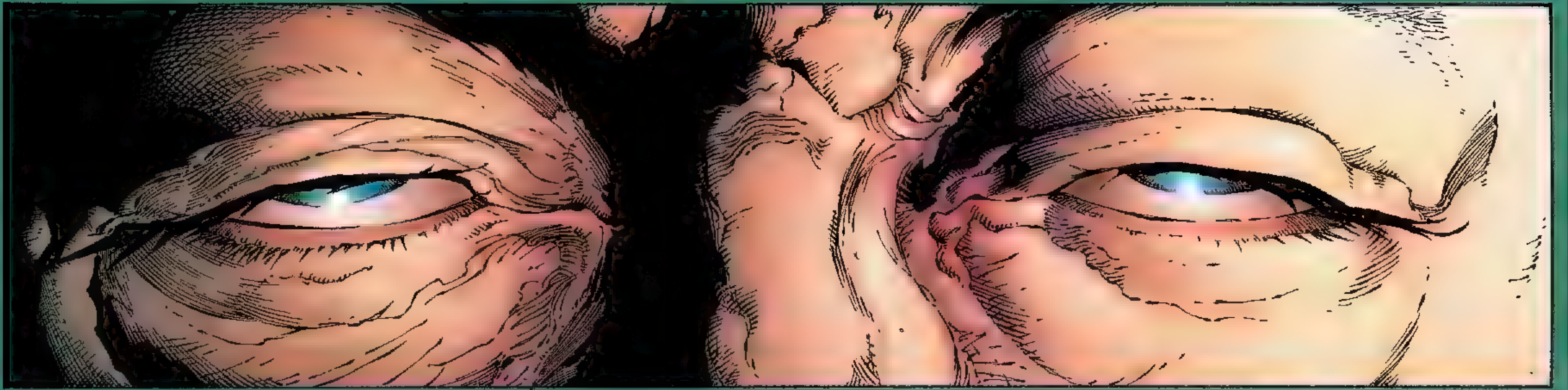
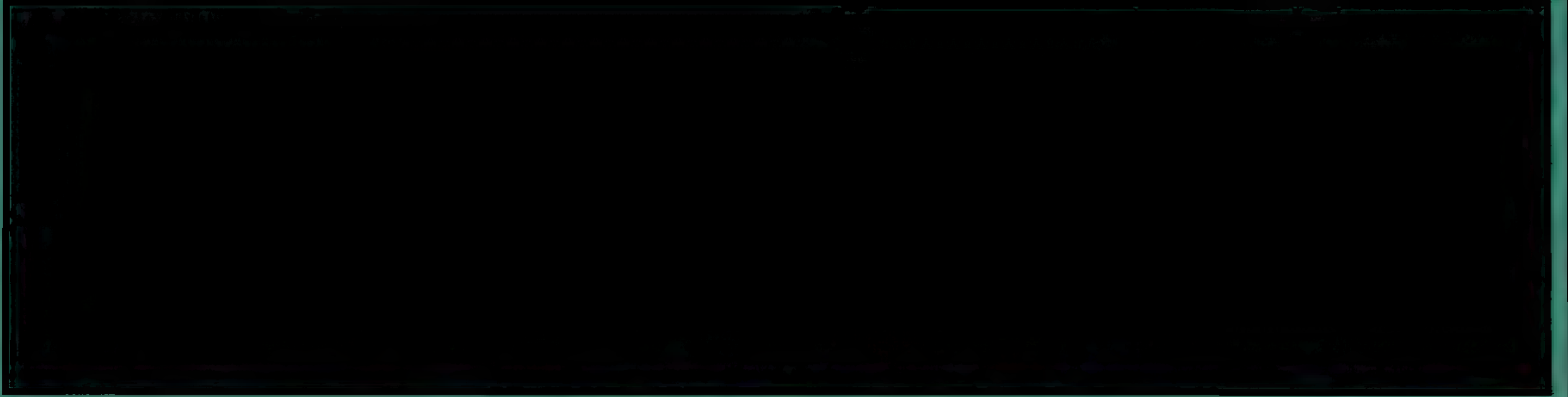


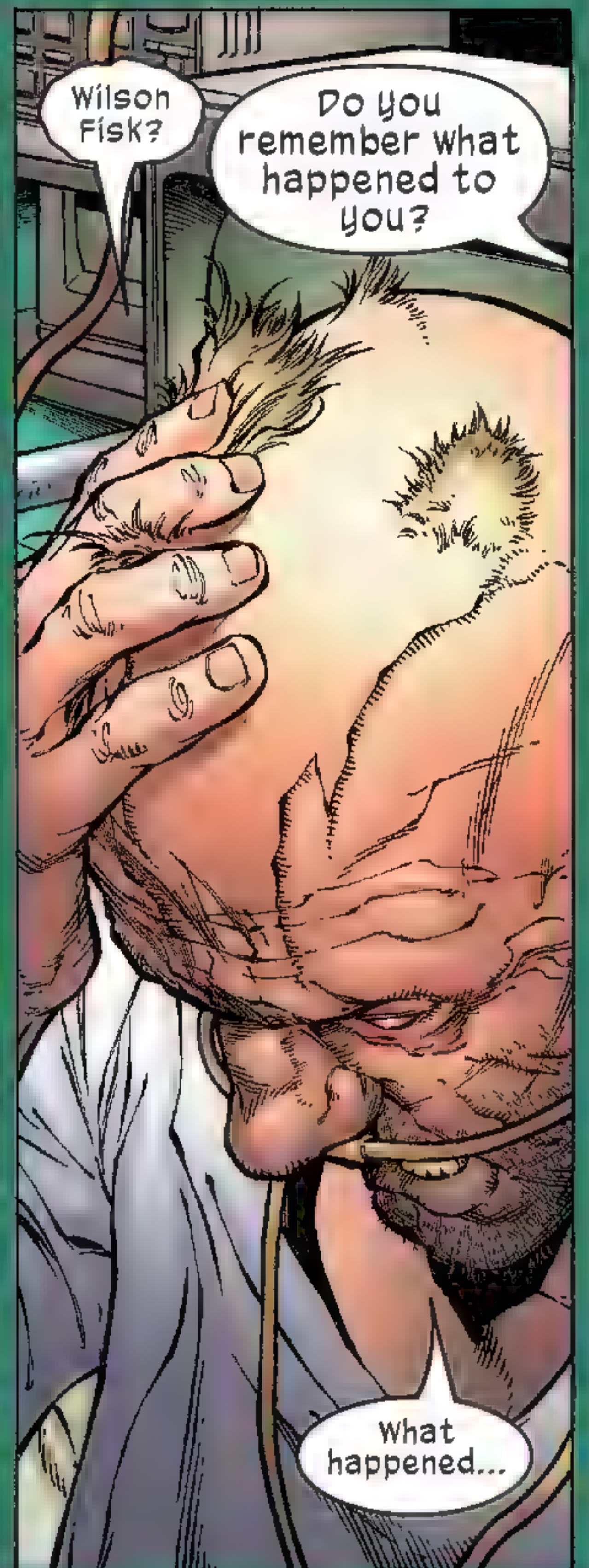
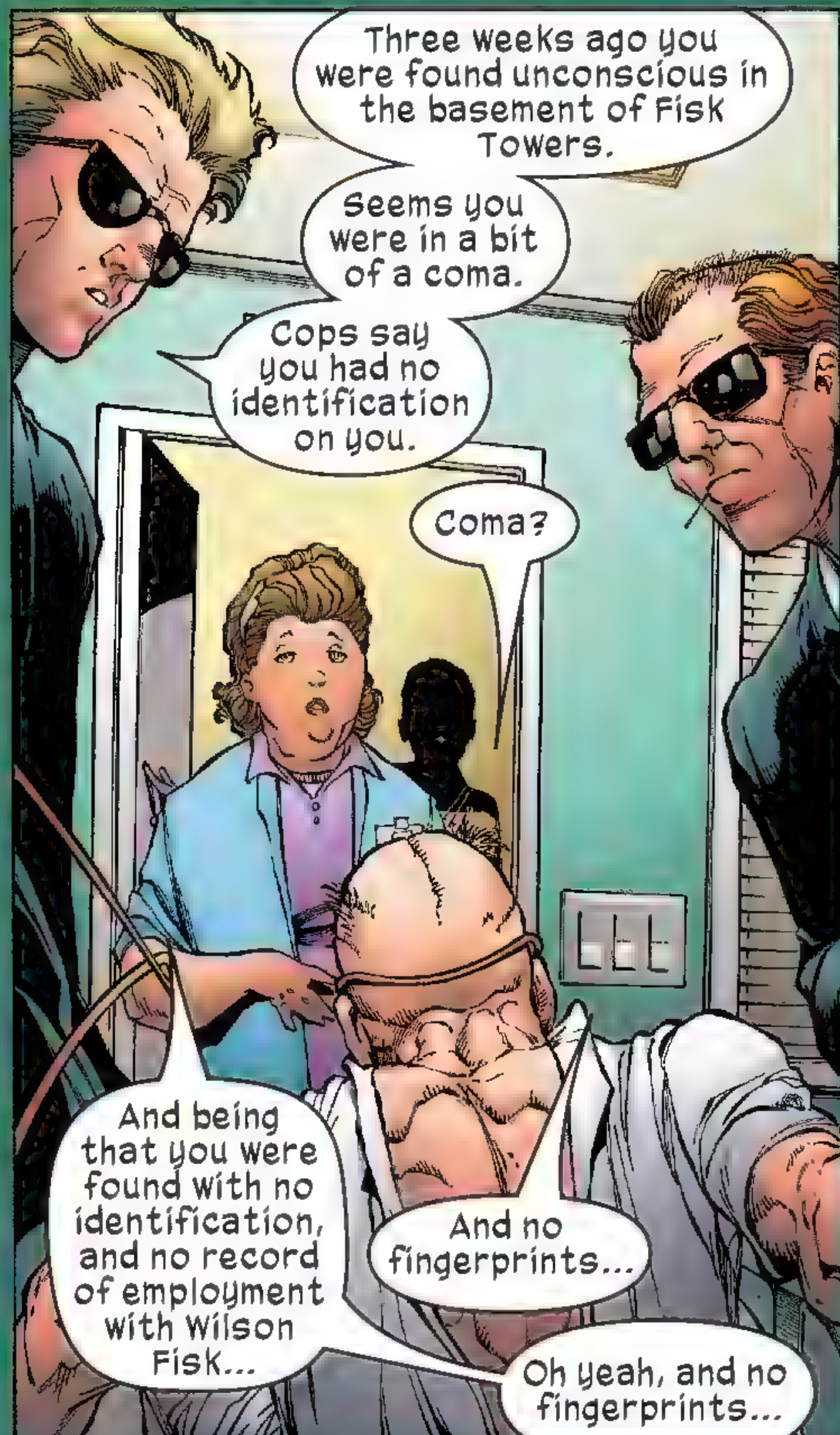
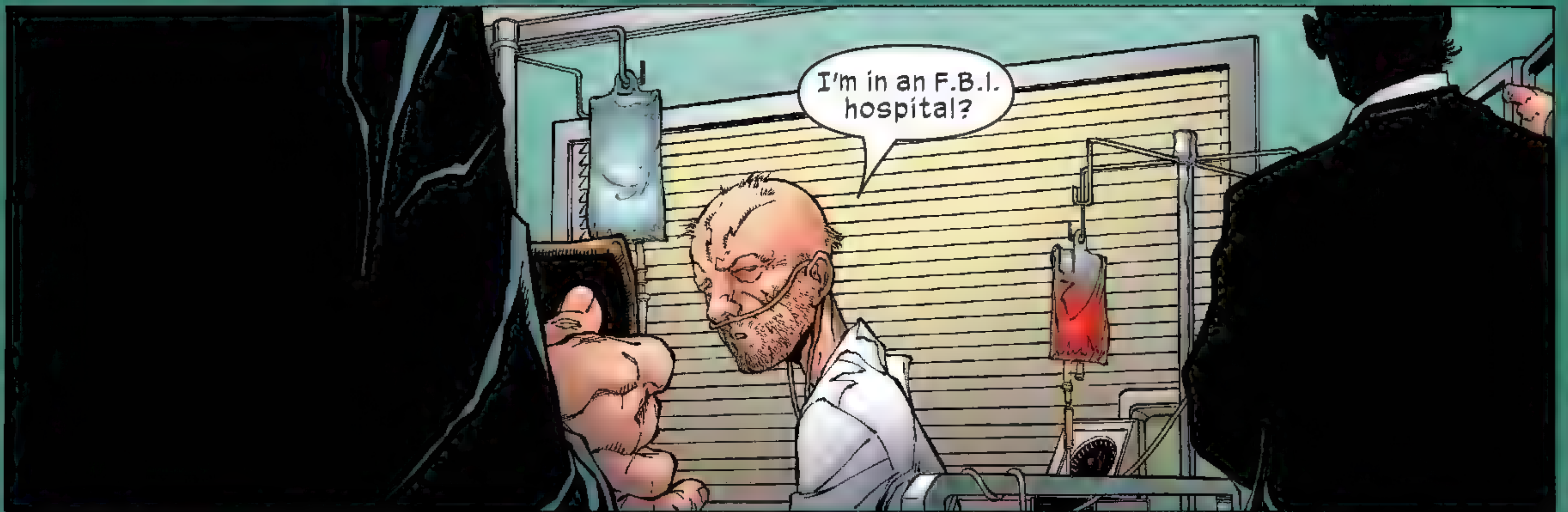
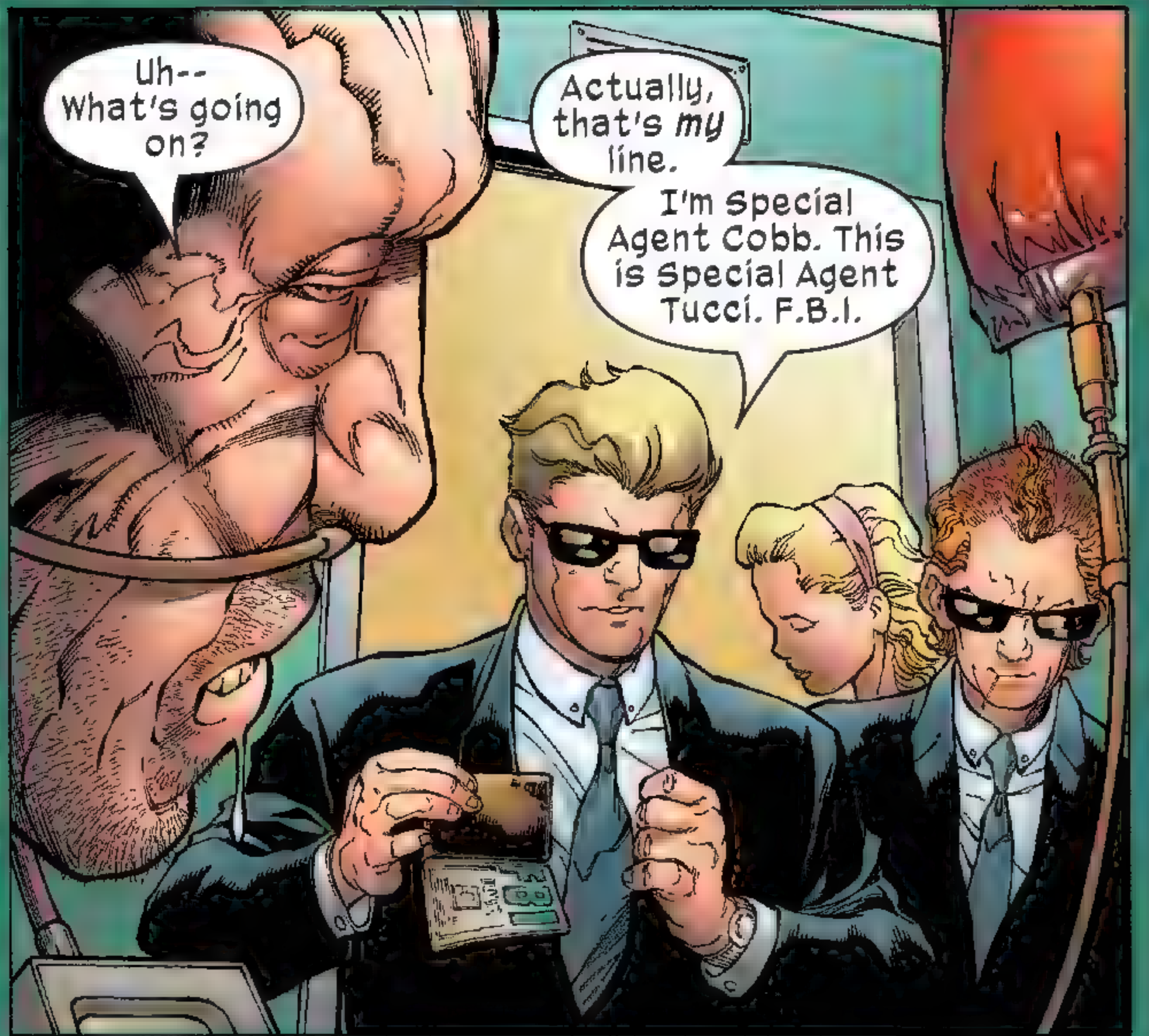
Your statement has been recorded for the record, Agent Carter.

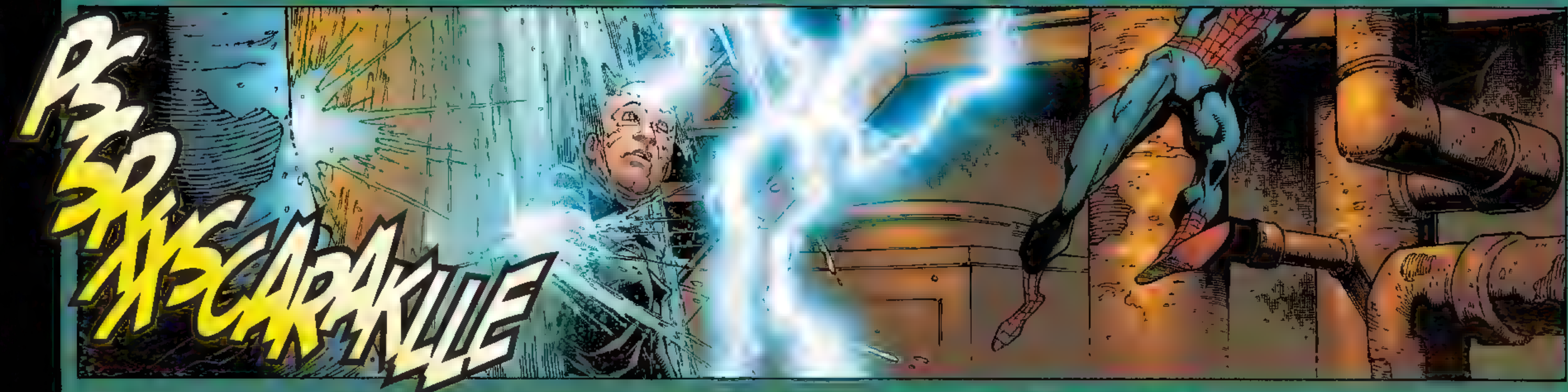
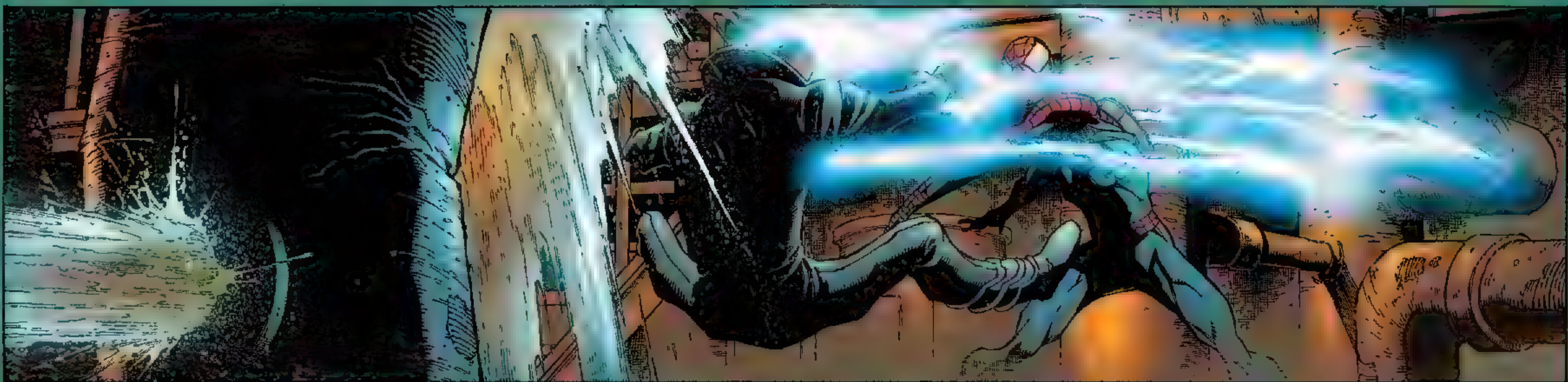
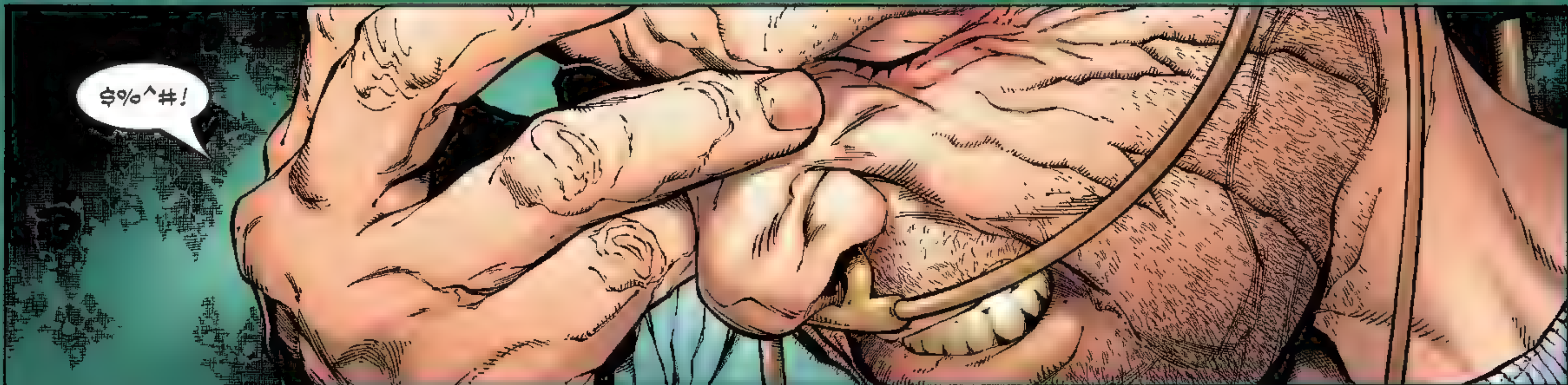
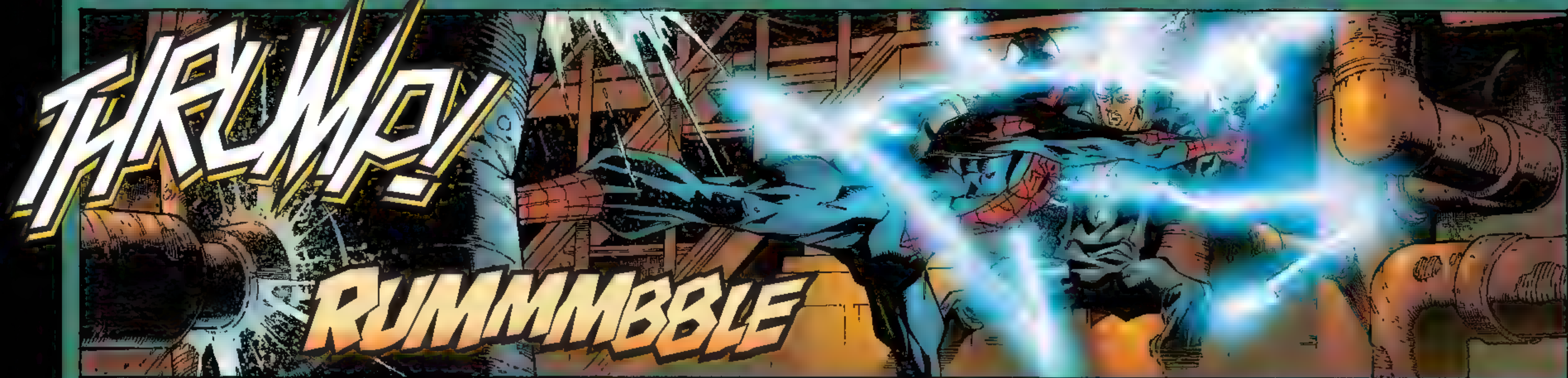
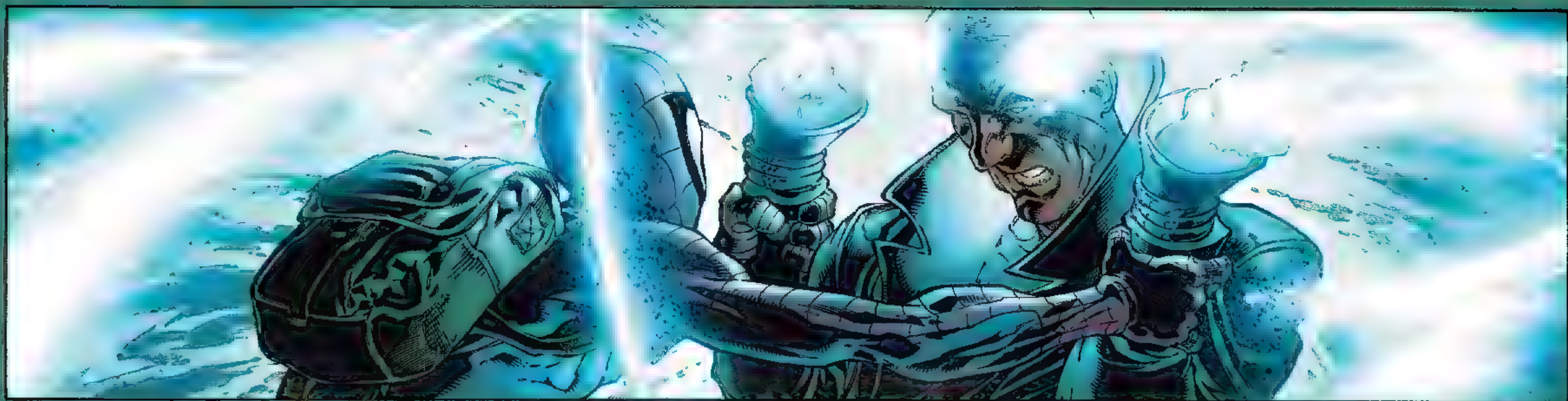
Someone will be along to take your blood and urine.

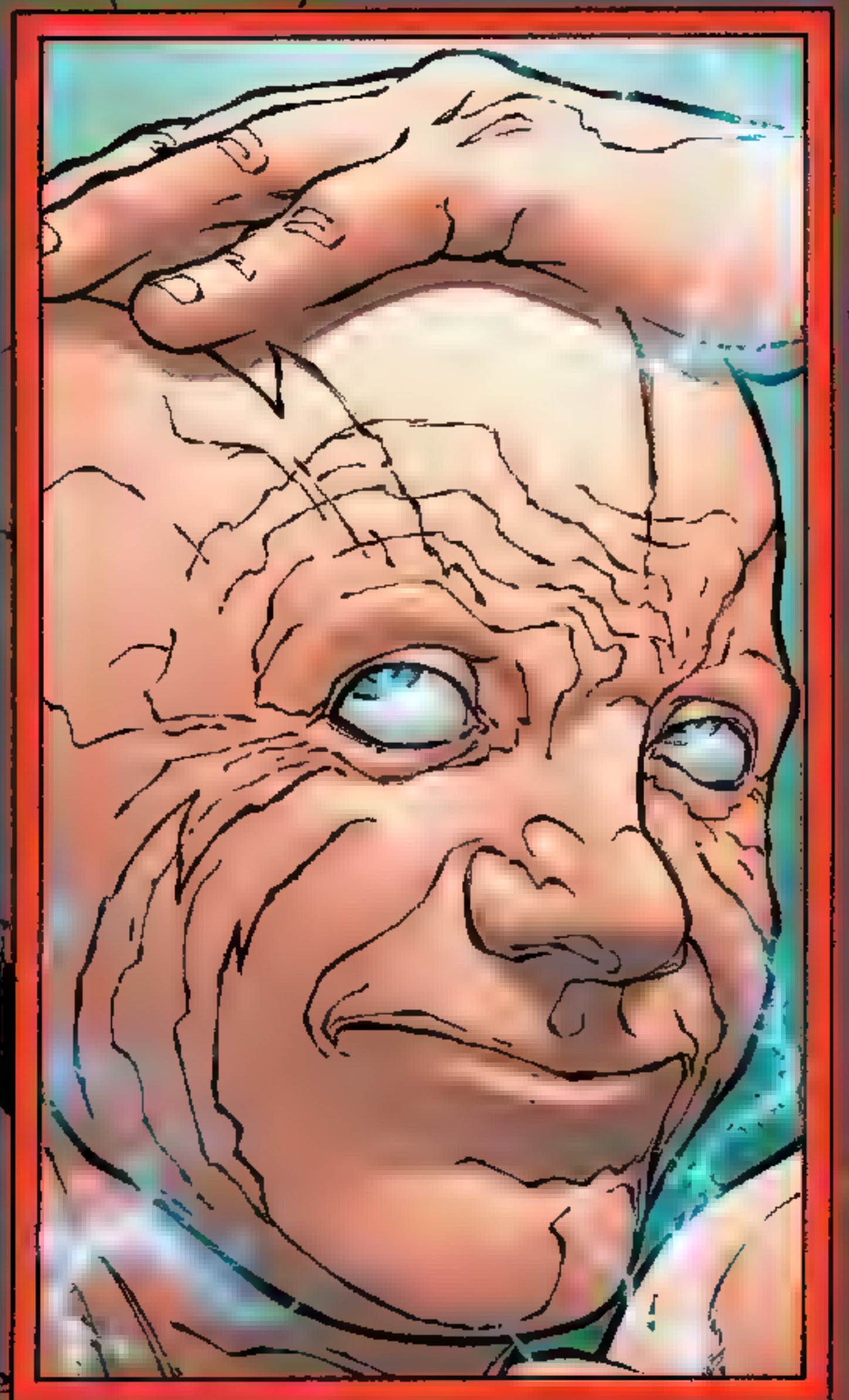
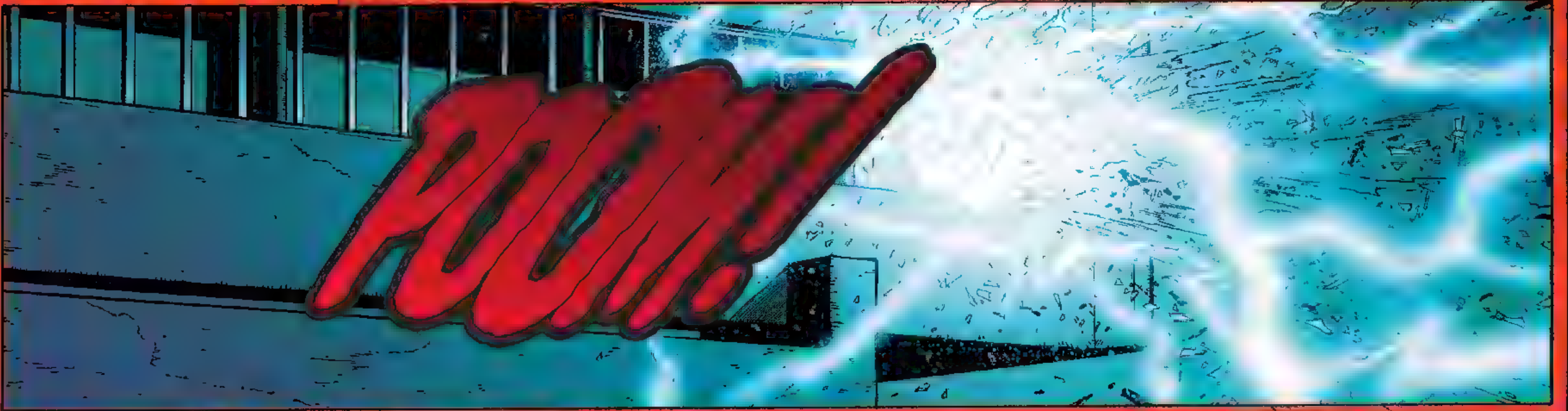
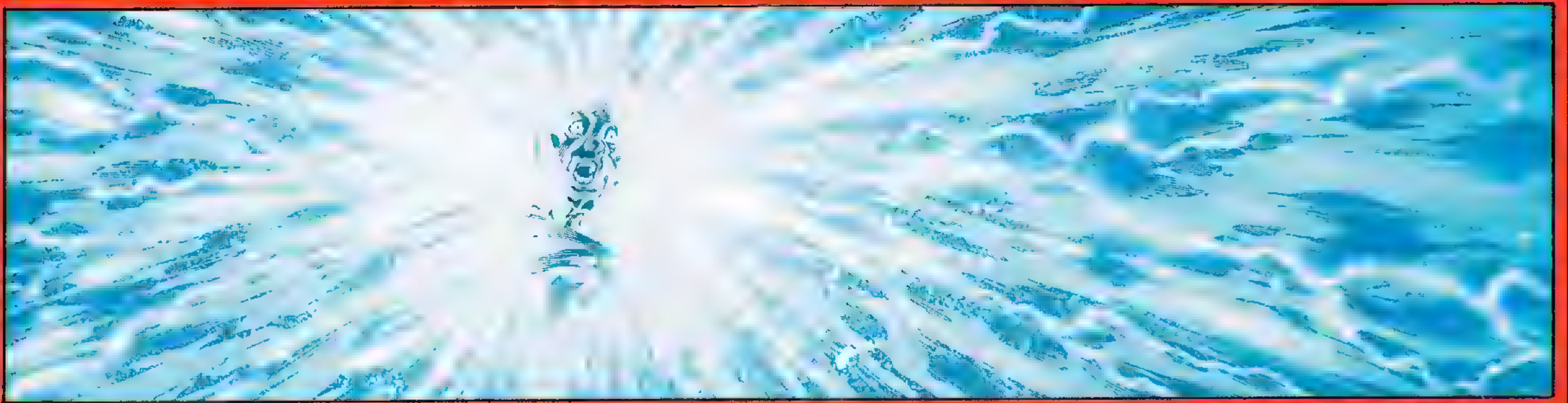
Yippee.

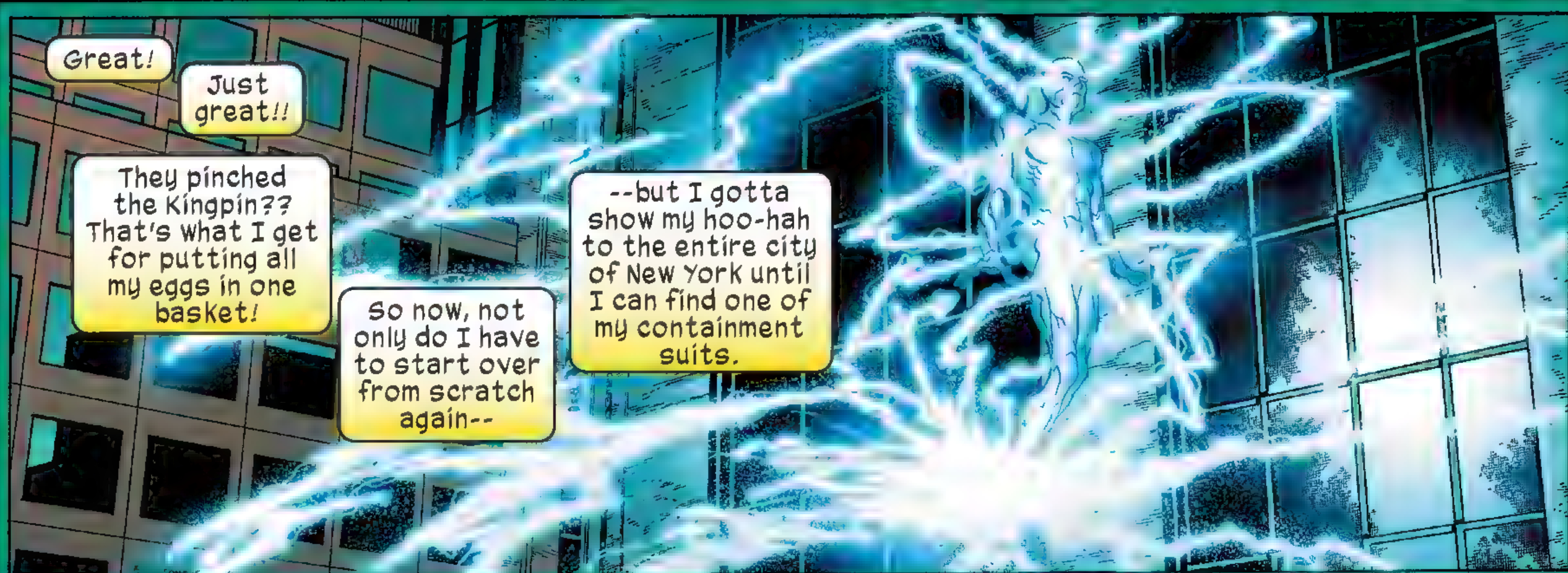












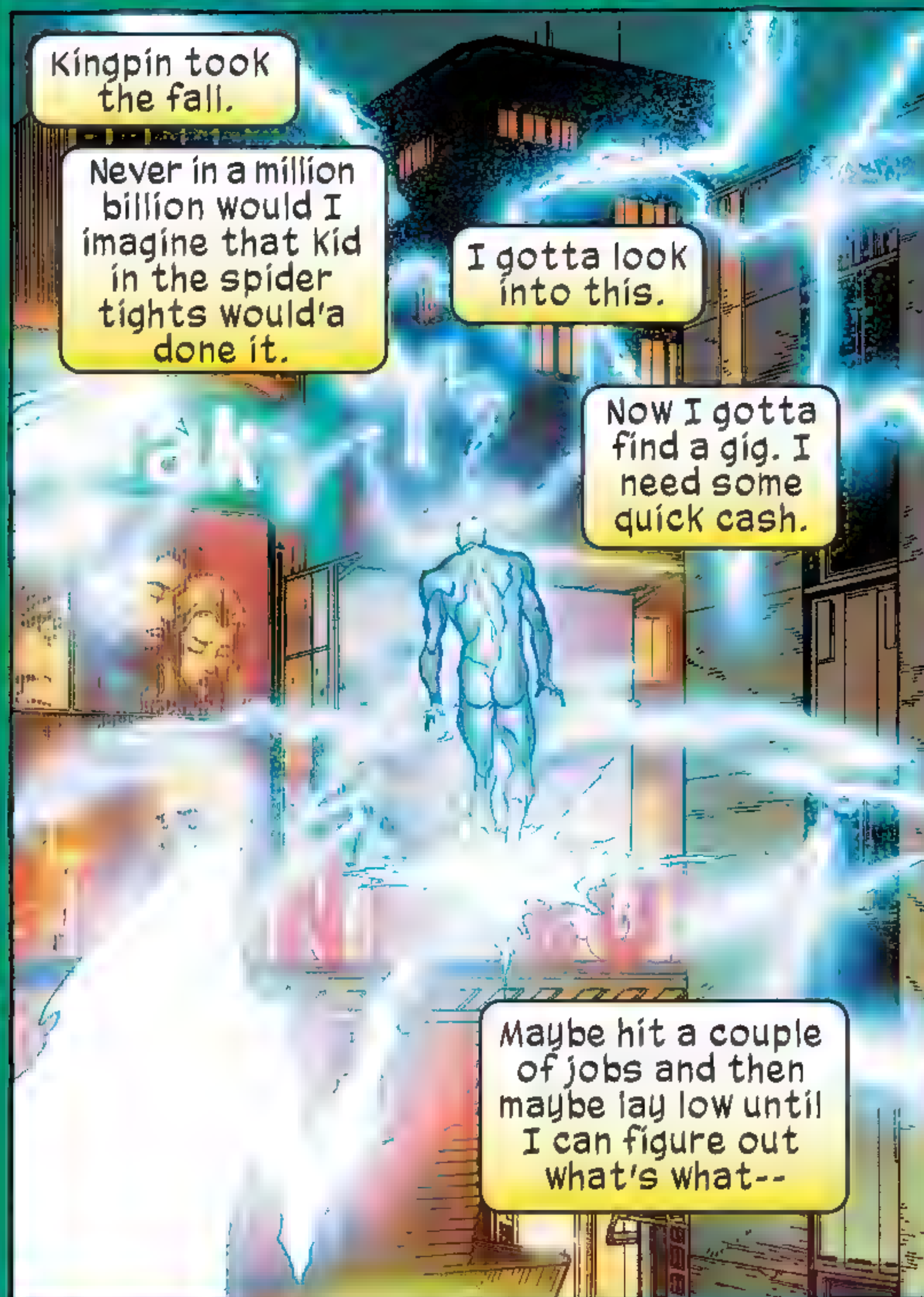
Great!

Just great!!

They pinched the Kingpin?? That's what I get for putting all my eggs in one basket!

So now, not only do I have to start over from scratch again--

--but I gotta show my hoo-hah to the entire city of New York until I can find one of my containment suits.



Kingpin took the fall.

Never in a million billion would I imagine that kid in the spider tights would'a done it.

I gotta look into this.

Now I gotta find a gig. I need some quick cash.

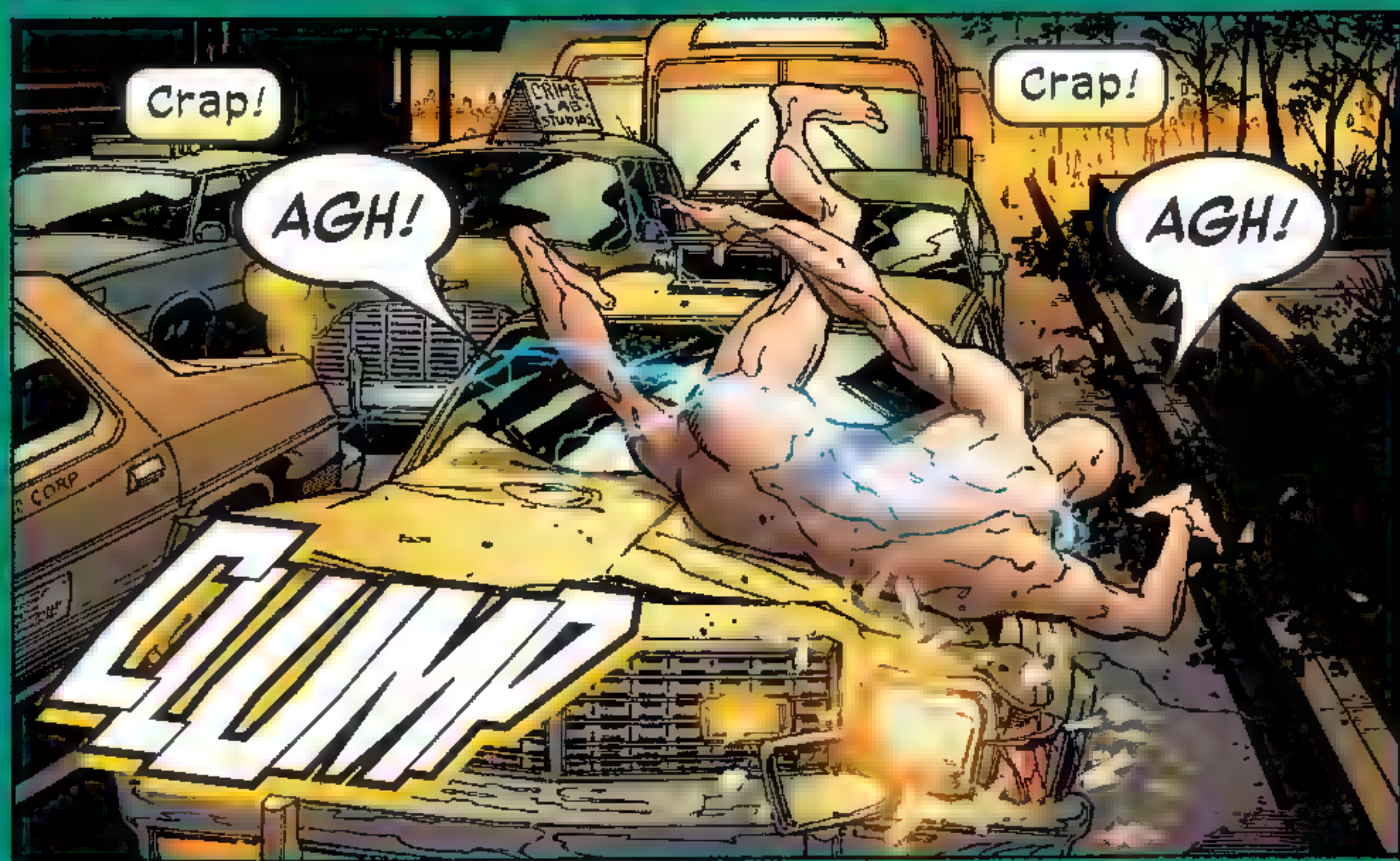
Maybe hit a couple of jobs and then maybe lay low until I can figure out what's what--



Can't believe I let that punk kid Spider-Man get one up on me!

I swear to God, I'm going to find out who that little pisher is and I'm going to-- Aagghh...

AAGGH!

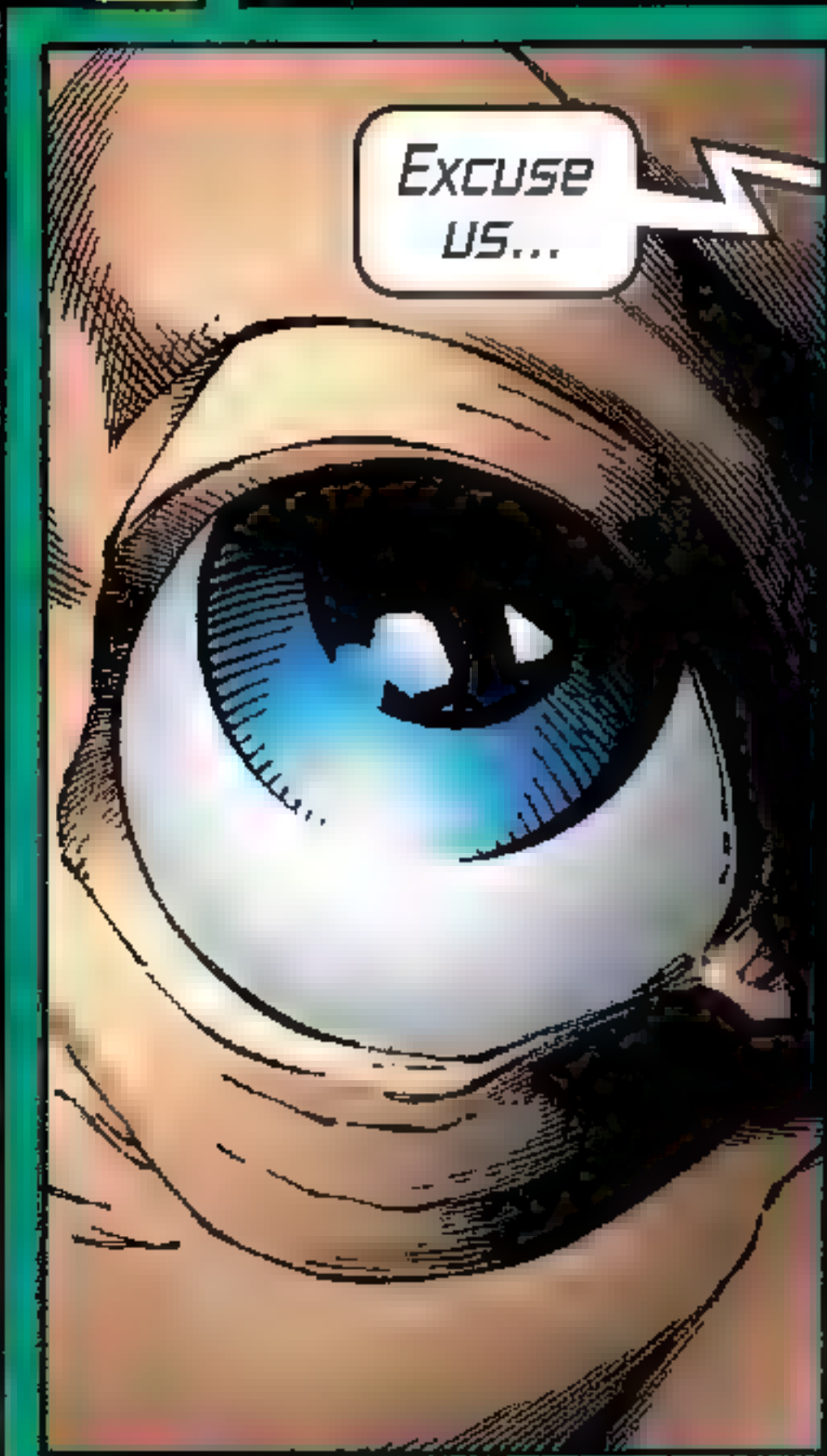
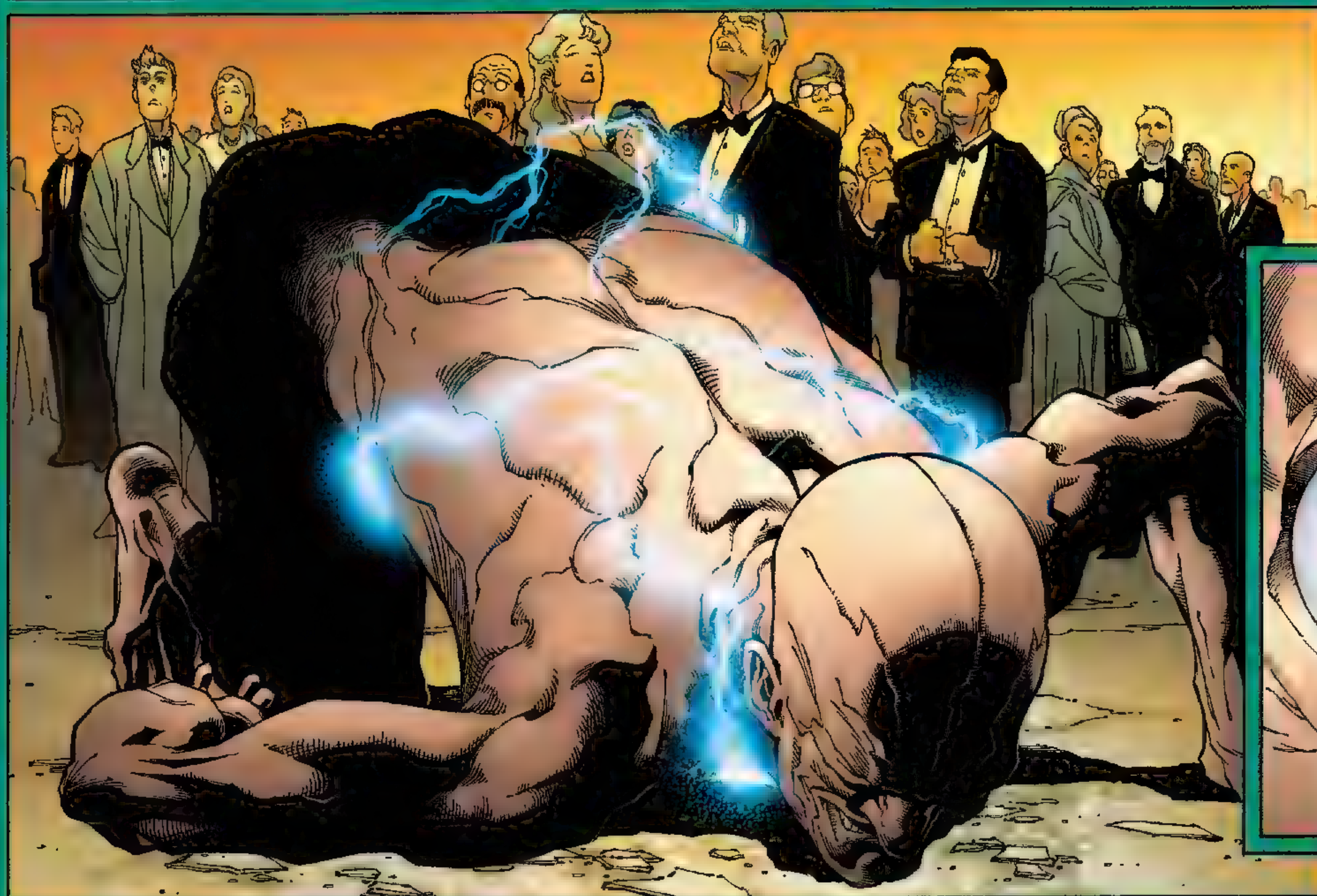


Crap!

AGH!

Crap!

AGH!



Excuse us...

We'd like
to talk to you
about where you
illegally obtained
your powers.

And why I am
receiving a report
about a multiple
homicide at a
hospital across
town.

And you
really need to
put on some
pants...



Would you like to go first today? Is there something you'd like to share?

This is-- this is hard to admit.

(And I can't believe I'm saying it.)

But... I miss my arms.



As you know...

When I found that my metal arms had grafted to my neurological system during "the accident"...

...well, I started my-- my shameful, violent, downward spiral.

But now that they are gone-- successfully removed--

--I do-- I feel empty. I feel like something is missing.

And isn't that odd?

Isn't that -- I don't know-- unnatural?



I've thought a lot about what we talked about last week.

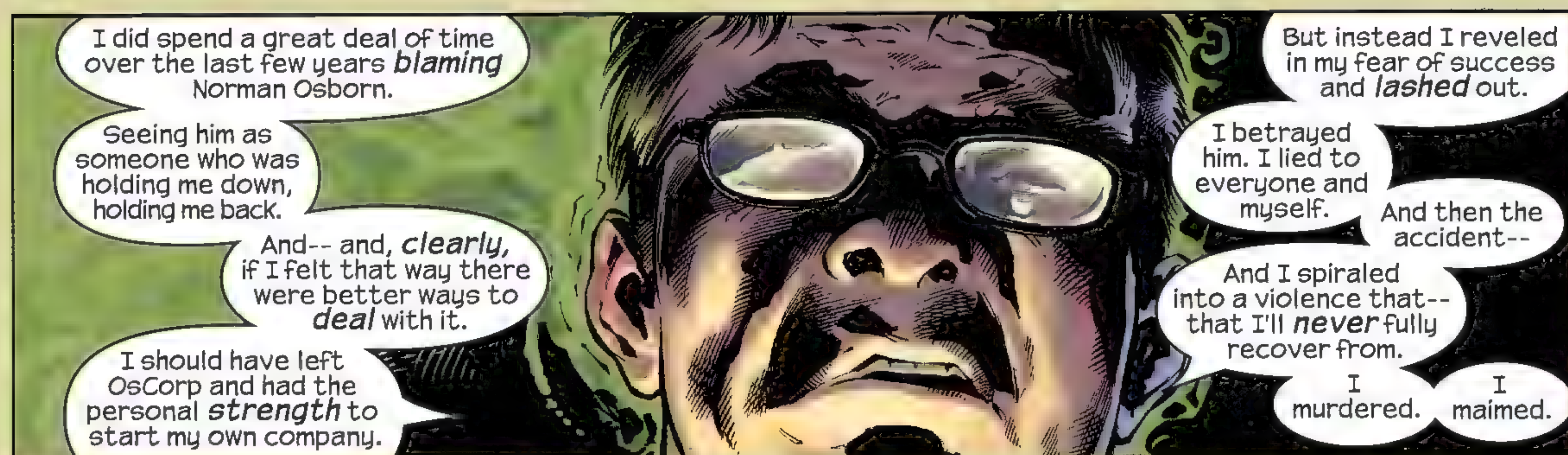
And yes, I-- I do think a lot of my downward spiral started because I refused to take *responsibility* for my own actions.

I think a lot of my problems stem from that.

And I'm-- this goes way before any craziness with Osborn Industries.

It's what ended my first marriage...

(Even though I married too young, but that's another subject.)



I did spend a great deal of time over the last few years *blaming* Norman Osborn.

Seeing him as someone who was holding me down, holding me back.

And-- and, *clearly*, if I felt that way there were better ways to *deal* with it.

I should have left OsCorp and had the personal *strength* to start my own company.

But instead I reveled in my fear of success and *lashed* out.

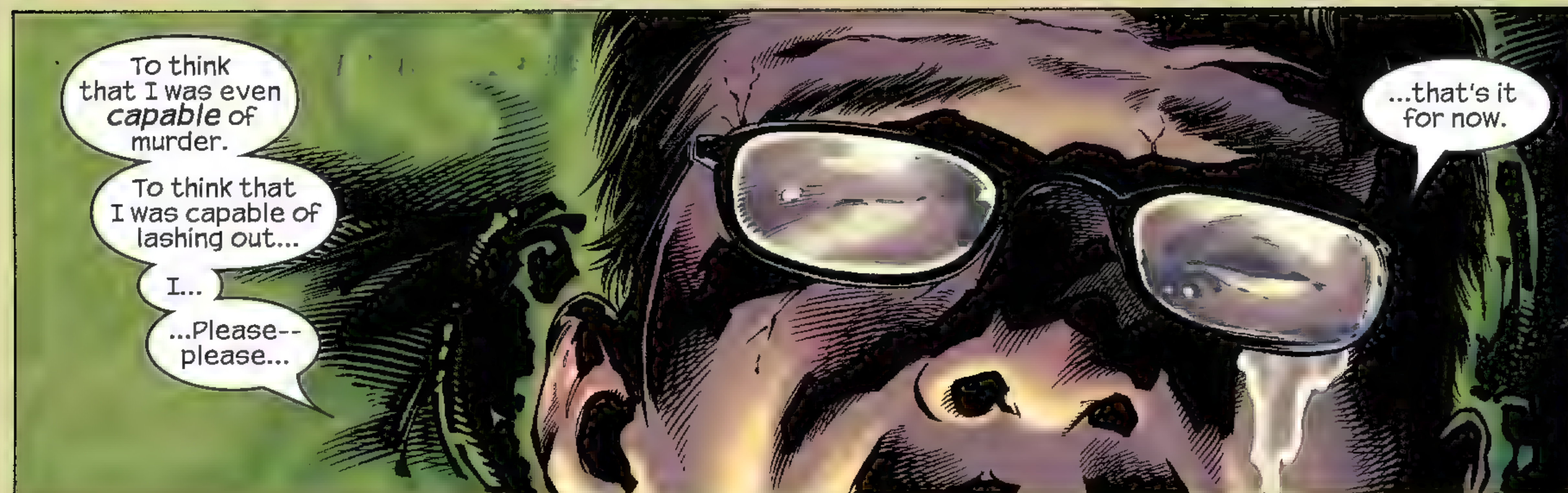
I betrayed him. I lied to everyone and myself.

And then the accident--

And I spiraled into a violence that-- that I'll *never* fully recover from.

I murdered.

I maimed.



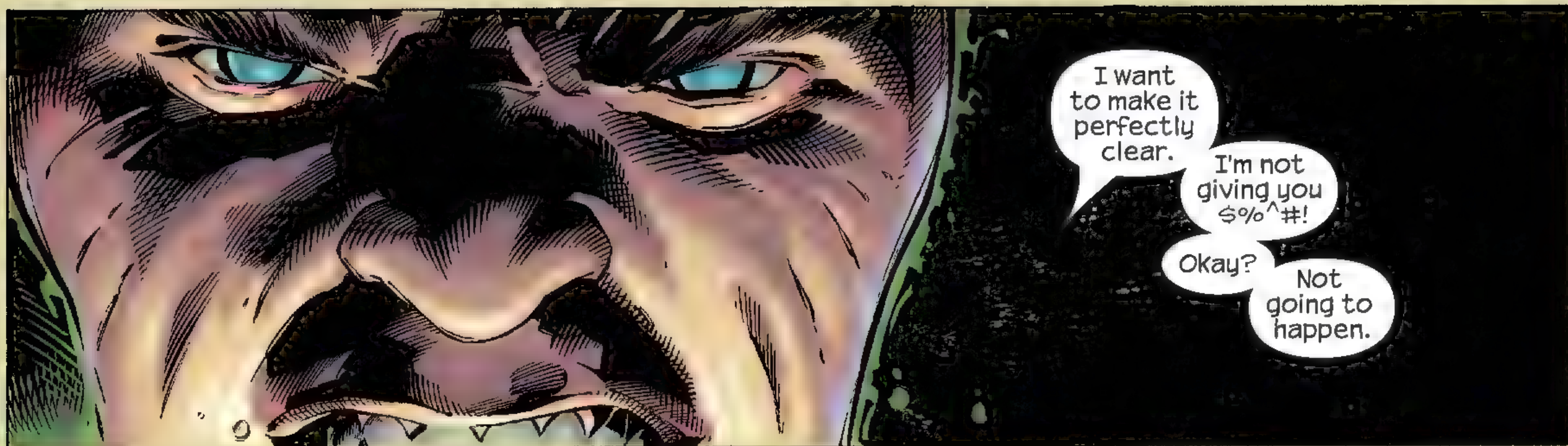
To think that I was even *capable* of murder.

To think that I was capable of lashing out...

I...

...Please-- please...

...that's it for now.

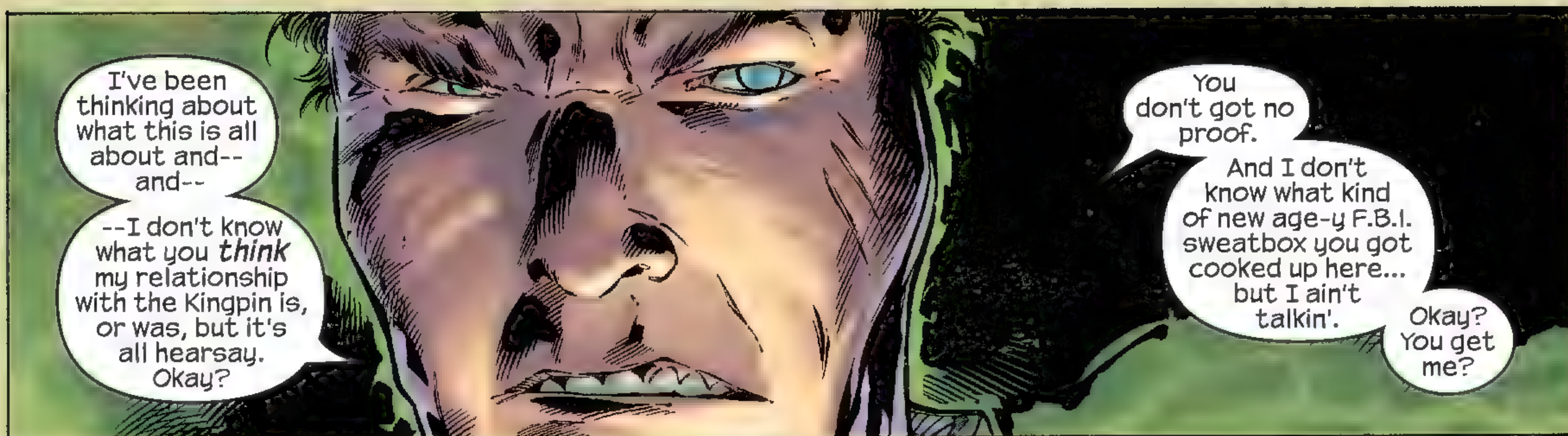


I want to make it perfectly clear.

I'm not giving you \$%^#!

Okay?

Not going to happen.



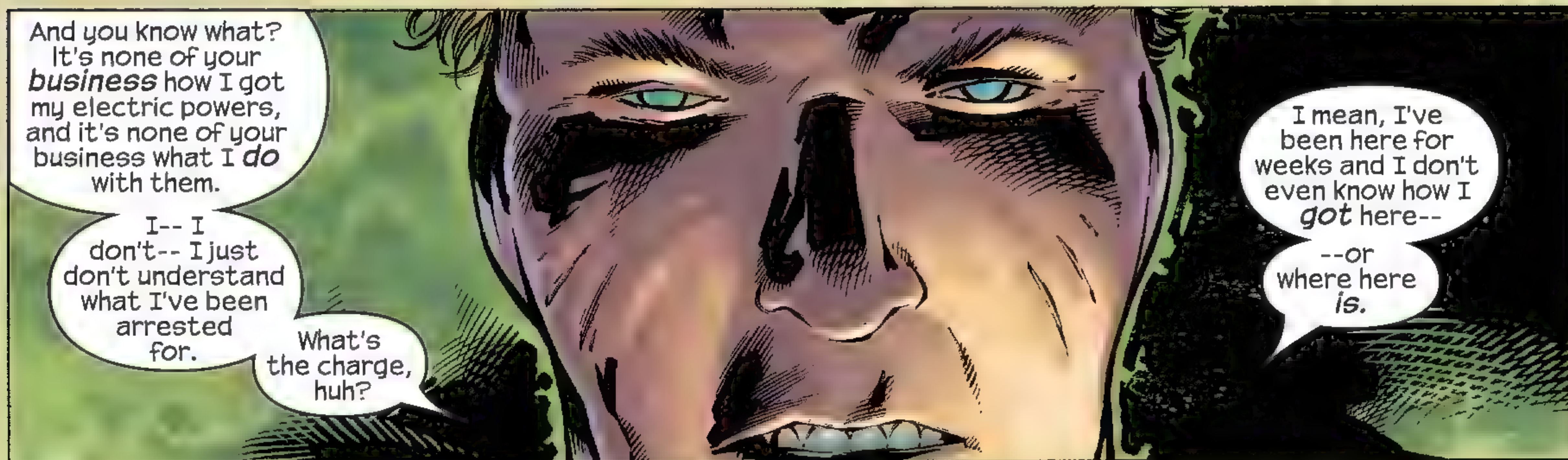
I've been thinking about what this is all about and-- and--

--I don't know what you *think* my relationship with the Kingpin is, or was, but it's all hearsay. Okay?

You don't got no proof.

And I don't know what kind of new age-y F.B.I. sweatbox you got cooked up here... but I ain't talkin'.

Okay? You get me?



And you know what? It's none of your *business* how I got my electric powers, and it's none of your business what I *do* with them.

I-- I don't-- I just don't understand what I've been arrested for.

What's the charge, huh?

I mean, I've been here for weeks and I don't even know how I *got* here--

--or where here *is*.



I didn't even get a *phone call*.

I got a mom and I had a chick and no one knows where I am, man.

And I don't understand how you can just *do* that.

What am I doing in here? For what?

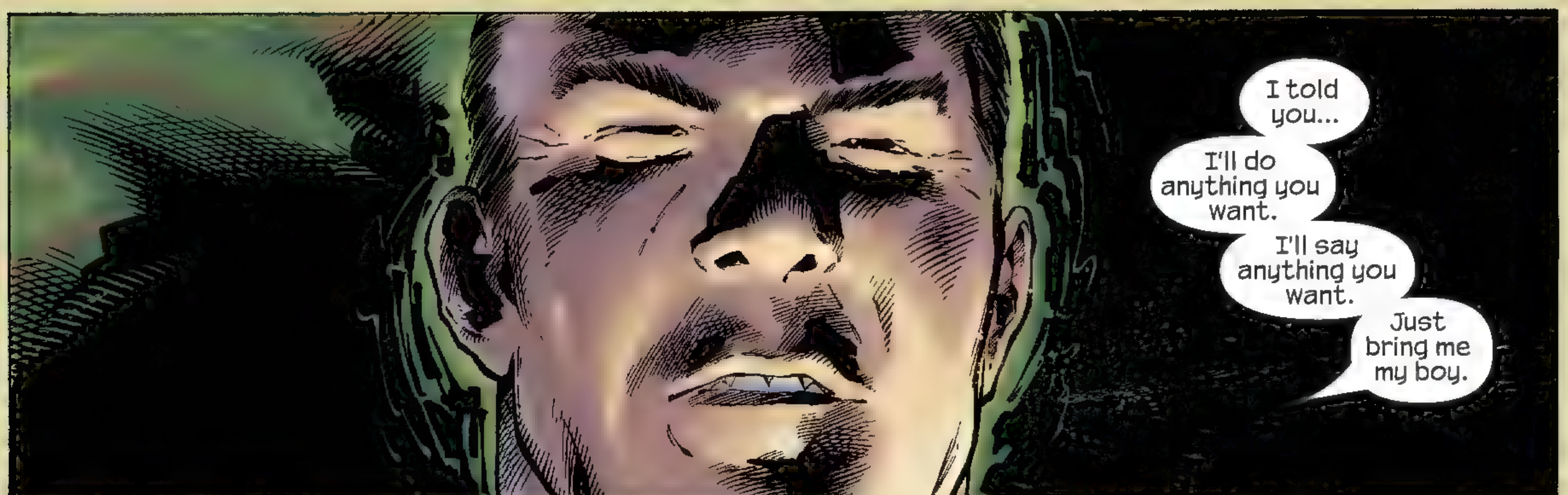
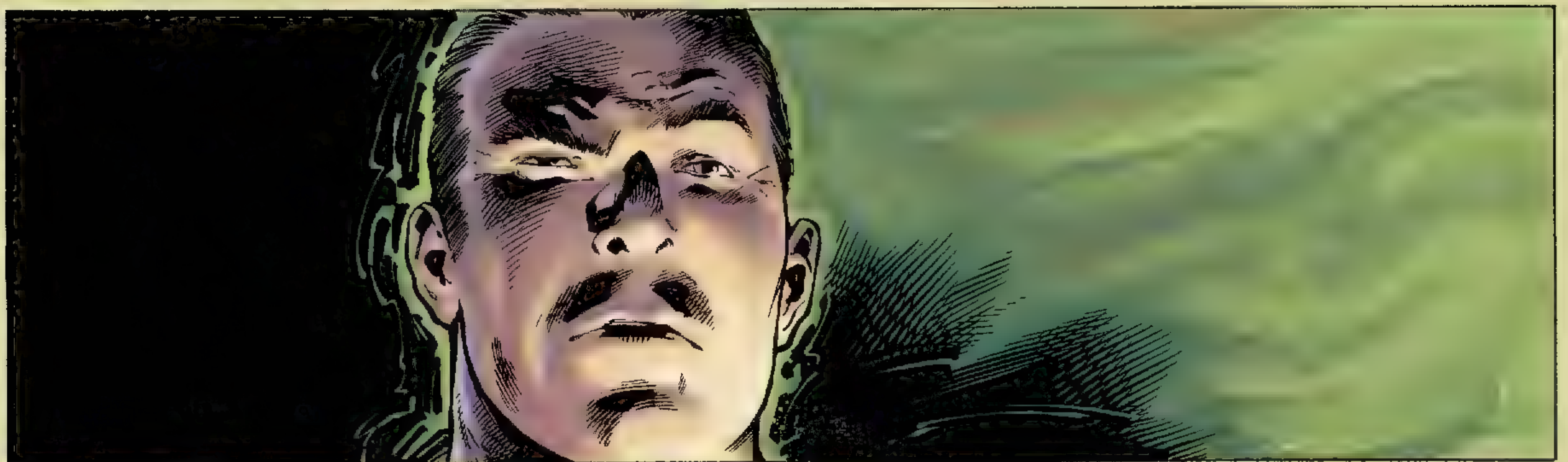
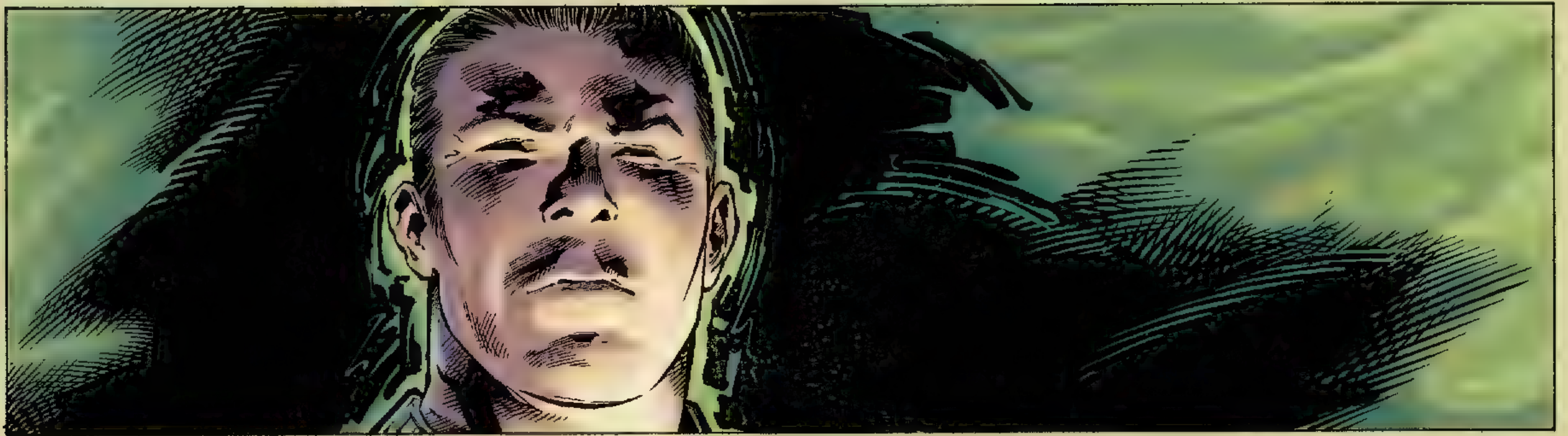


Plus, I'd really like to shave my head.

They let you shave at Ryker's.

(I mean, look at me.)







You know I can't do that, Norman.



You're like a broken record, man.

Actually, I do have a question.

These collars we wear...

These are an advanced model of the Richards gene nullifier they used to collar the Hulk in Utah that time, correct?



They are standard issue S.H.I.E.L.D., prison--

I can understand why *some* of the group here would be fit with collars like these.

But Otto and I-- you took Otto's arms from him. Why is *he* wearing a collar?

Why am I?

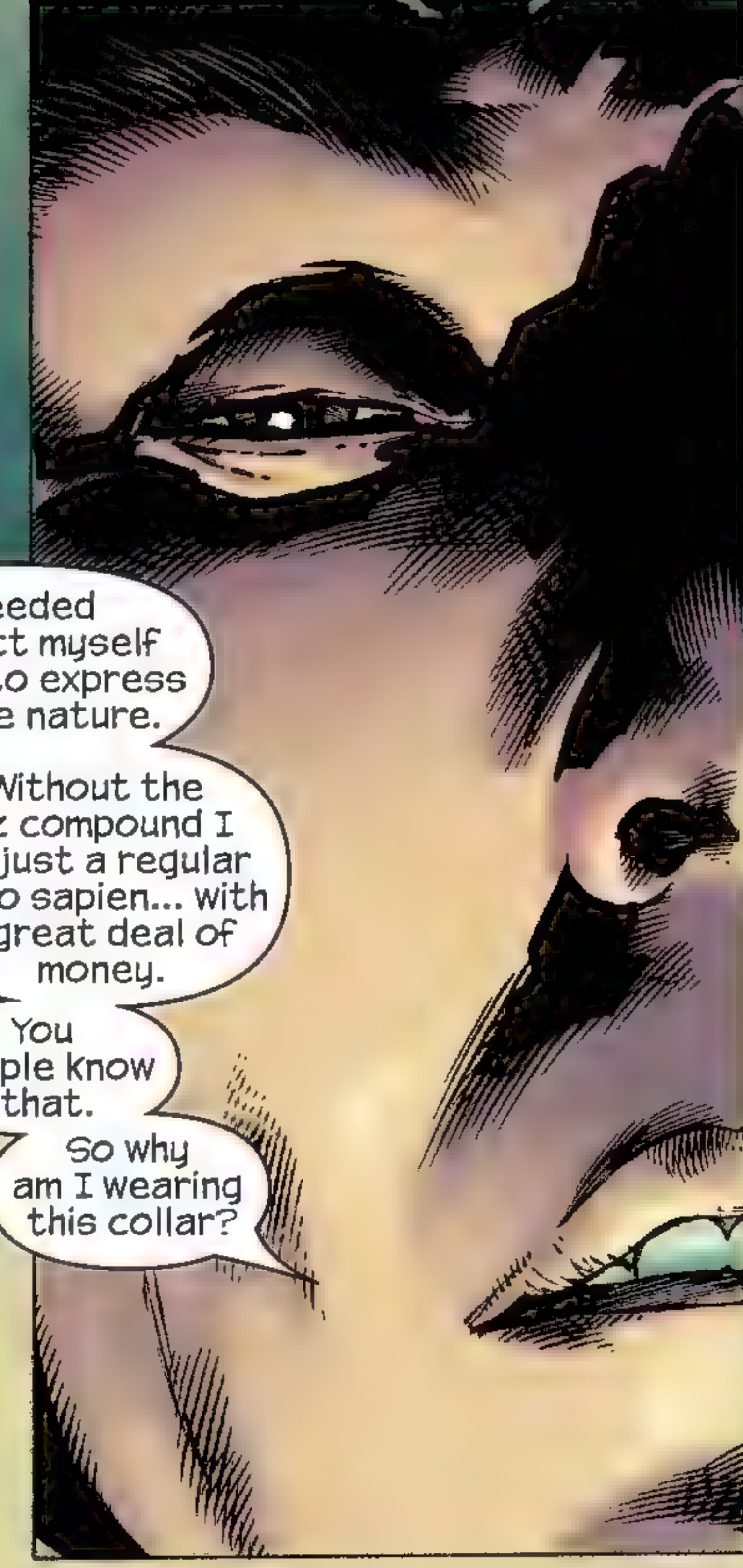


I needed to inject myself with Oz to express my true nature.

Without the Oz compound I am just a regular homo sapien... with a great deal of money.

You people know that.

So why am I wearing this collar?

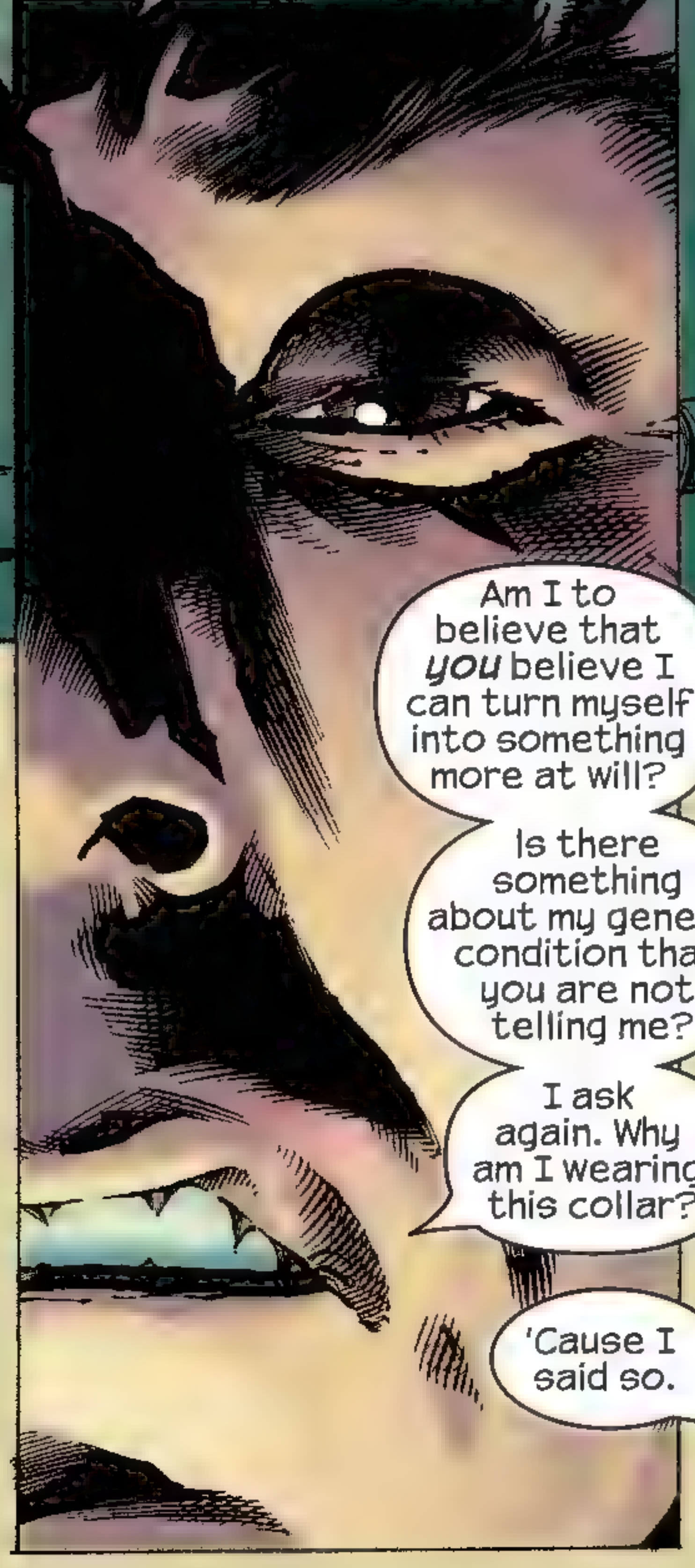


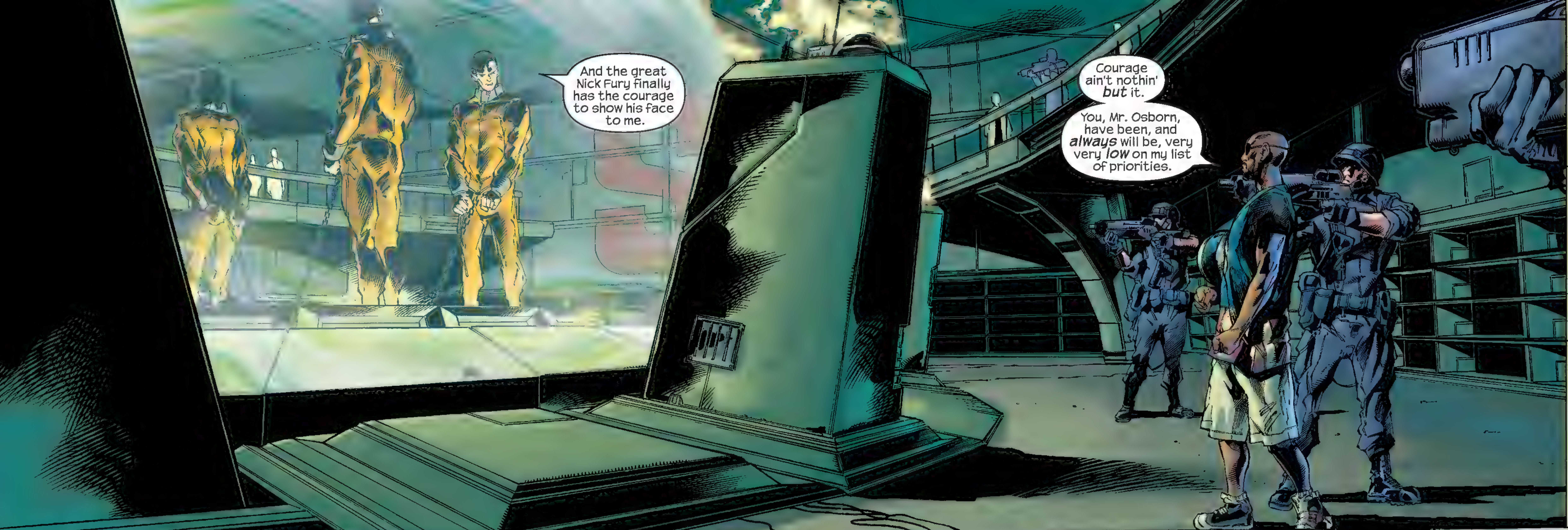
Am I to believe that *you* believe I can turn myself into something more at will?

Is there something about my genetic condition that you are not telling me?

I ask again. Why am I wearing this collar?

'Cause I said so.





And the great Nick Fury finally has the courage to show his face to me.

Courage ain't nothin' but it.

You, Mr. Osborn, have been, and *always* will be, very *low* on my list of priorities.



Where am I, Fury?

What is this?



Exactly what you have been told it was. This is a secured S.H.I.E.L.D. compound.

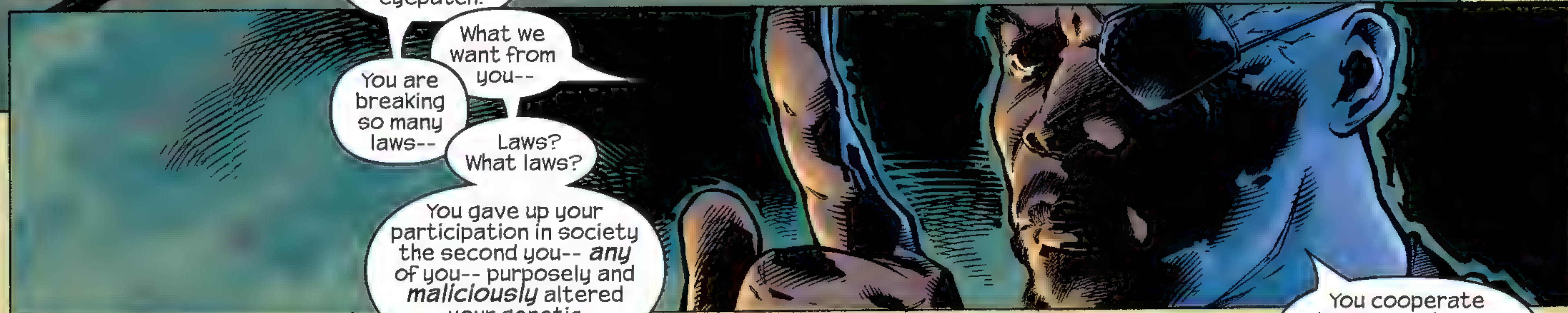
You are a permanent guest of the United States government.

You are being detained as an illegal, unnatural, genetic mutation.



The hell with *you*-- you--

Fury, when my lawyers get a hold of you, I will own your eyepatch!

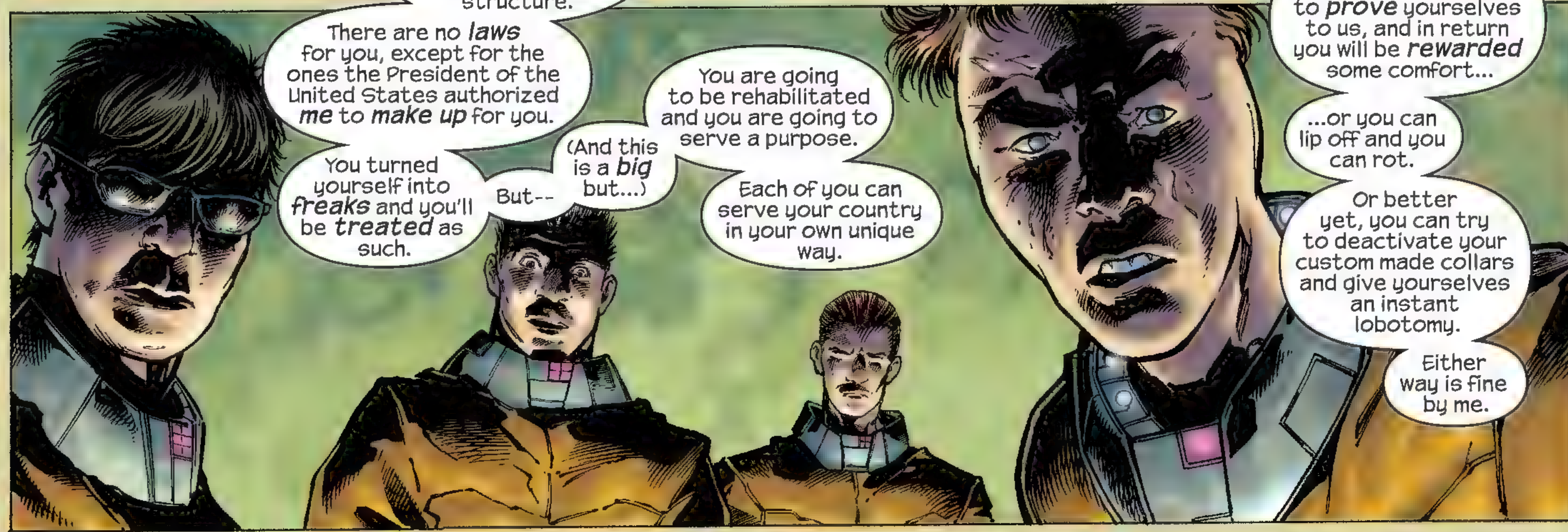


What we want from you--

You are breaking so many laws--

Laws? What laws?

You gave up your participation in society the second you-- *any* of you-- purposely and *maliciously* altered your genetic structure.



There are no *laws* for you, except for the ones the President of the United States authorized *me* to *make up* for you.

You turned yourself into *freaks* and you'll be *treated* as such.

But-- (And this is a *big* but...)

You are going to be rehabilitated and you are going to serve a purpose.

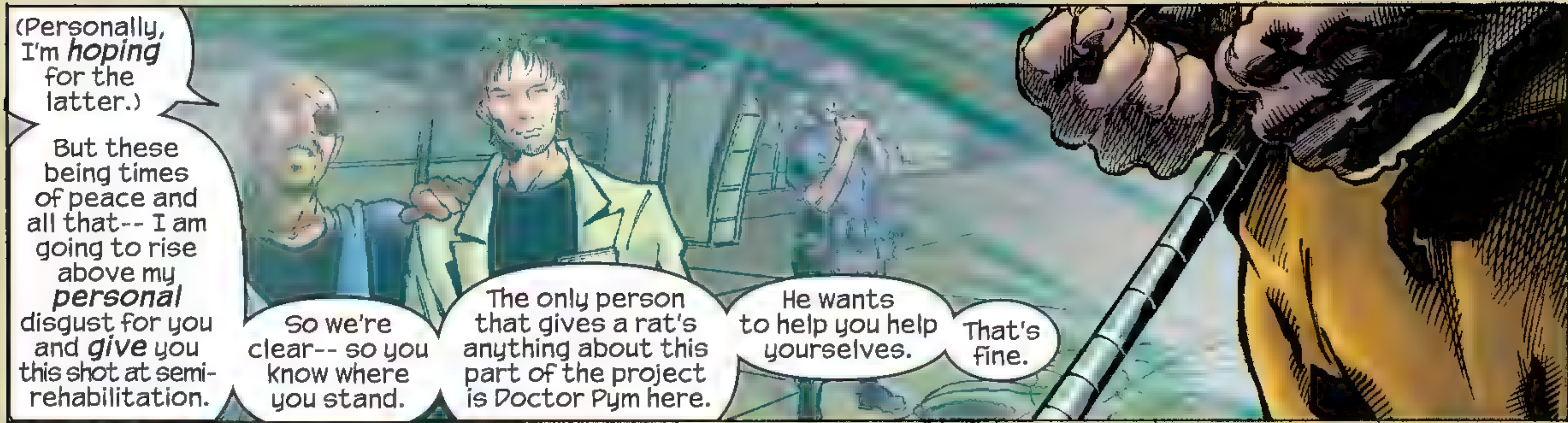
Each of you can serve your country in your own unique way.

You cooperate here, you choose to *prove* yourselves to us, and in return you will be *rewarded* some comfort...

...or you can lip off and you can rot.

Or better yet, you can try to deactivate your custom made collars and give yourselves an instant lobotomy.

Either way is fine by me.



(Personally, I'm *hoping* for the latter.)

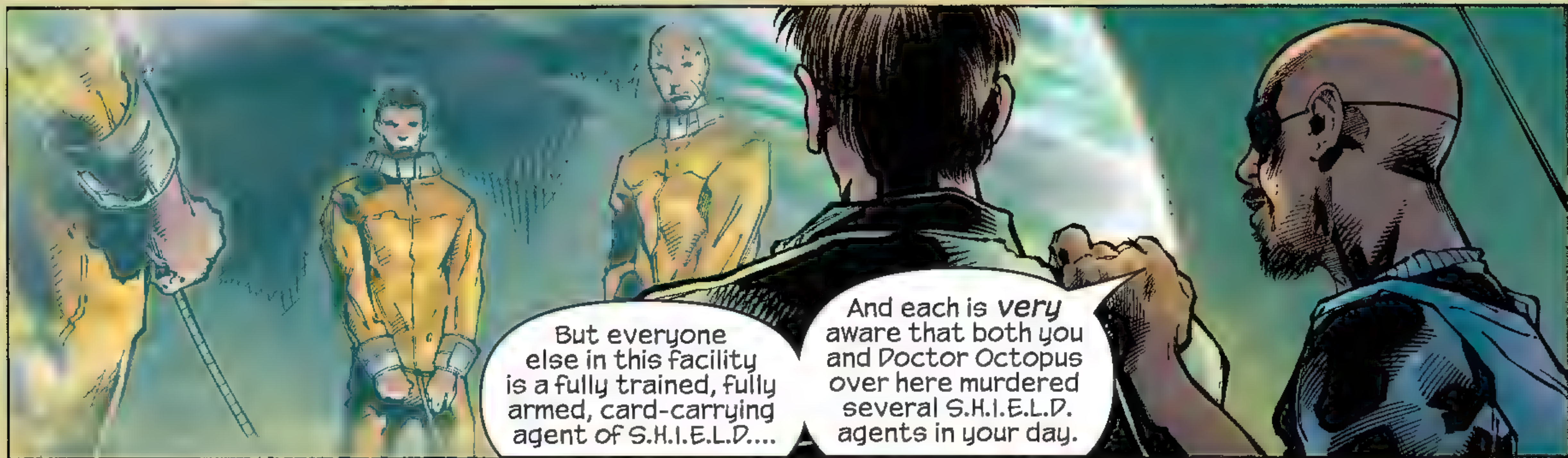
But these being times of peace and all that-- I am going to rise above my *personal* disgust for you and *give* you this shot at semi-rehabilitation.

So we're clear-- so you know where you stand.

The only person that gives a rat's anything about this part of the project is Doctor Pym here.

He wants to help you help yourselves.

That's fine.



But everyone else in this facility is a fully trained, fully armed, card-carrying agent of S.H.I.E.L.D....

And each is *very* aware that both you and Doctor Octopus over here murdered several S.H.I.E.L.D. agents in your day.



The only thing keeping them from Bonnie and Clydeing you...

...is me.

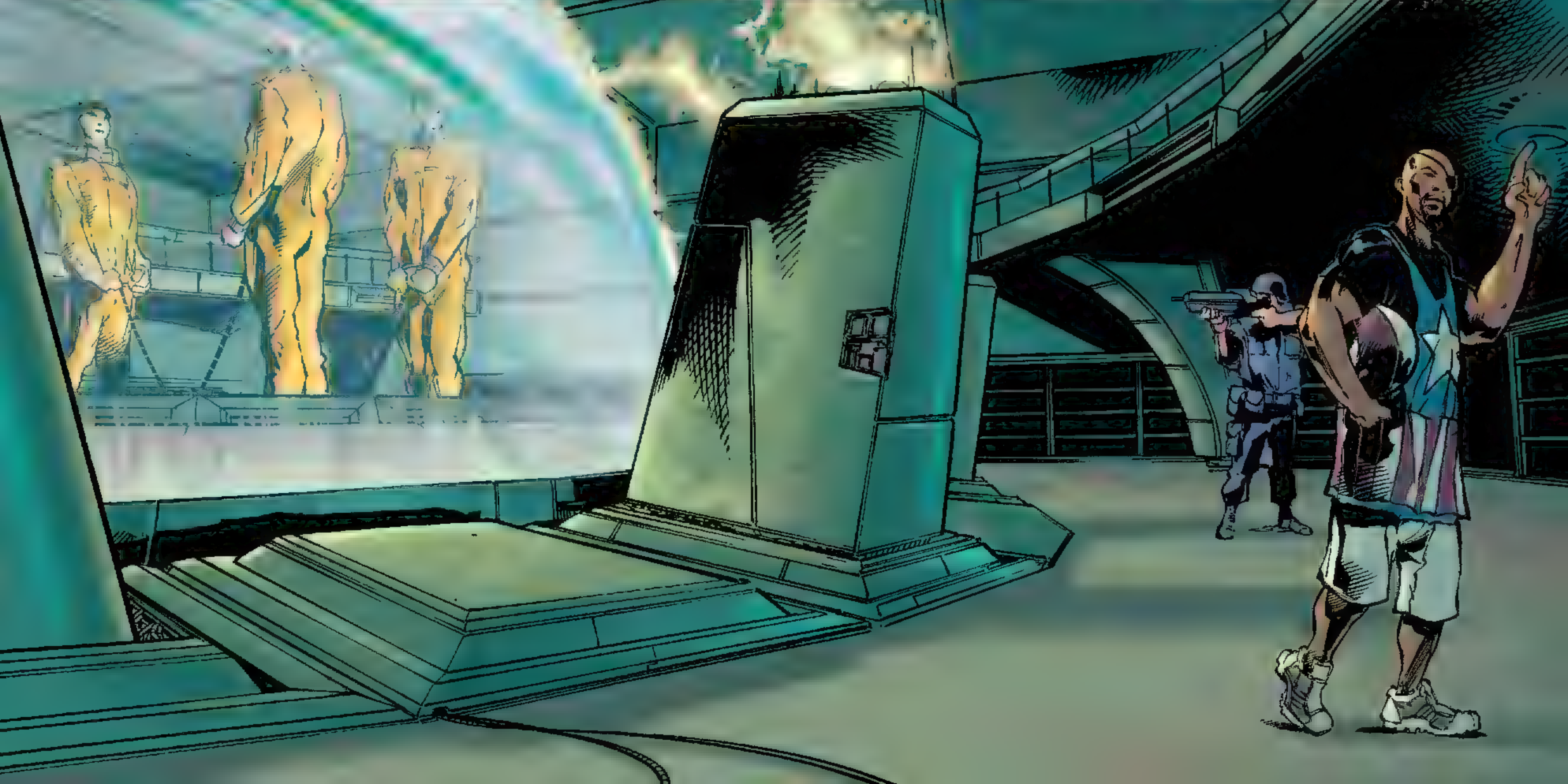


How-- um-- how are we supposed to cooperate?

What exactly do you want from us?



You're a smart man, Doctor...

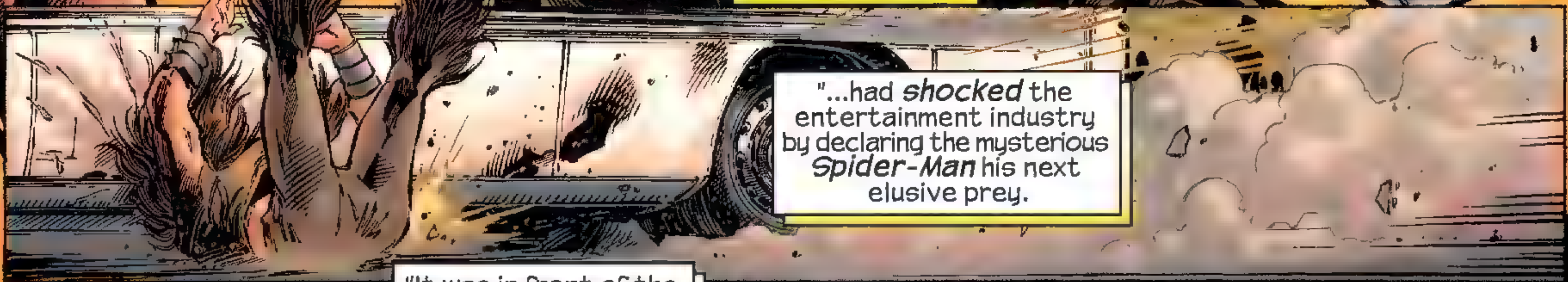




"And this is the footage of the last public appearance of TV personality Kraven the Hunter.

"Kraven the great game hunter...

"...and host and star of his wildly successful reality show...



"...had *shocked* the entertainment industry by declaring the mysterious *Spider-Man* his next elusive prey.

"It was in front of the gathered media that Kraven the Hunter *confronted* Spider-Man face-to-face.



"It was a meeting that did not go well."



Huh.
I thought he had super powers or something.
Showbiz phony.



And in our studio, live, a very rare *sit-down* with the widely publicized "**new and improved**" Kraven the Hunter.

Kraven, I am *so* glad to speak with you.

And may I say, you look *wonderful*.

Kraven...
The public defeat...
The arrest for public endangerment...
The deportation...

The cancellation of your show...
How is Kraven doing *now*?

Well, Mary, Saturday night, on pay-per-view...

...people, fans of my syndicated show, are going to see something they have been waiting for for months...

Not only will they see how I trained for the new hunt...

They are going to see the hunt itself.

Invigorated.

Though I would not refer to the conflict with Spider-Man, as you said, as a defeat.

It was just... ill-conceived, yes?

Well, we've seen the billboards *all over town*...

We hear the rumors... the "**new and improved**" Kraven the Hunter.

You've renewed your challenge against this mysterious Spider-Man.

What's it all about? Why Spider-Man?

The hunt... of the Spider-Man.

And then *live*, live on pay-per-view, they are going to see me defeat Spider-Man in a truly spectacular display of hand-to-hand--

But what went wrong the first time?

Why did this turn out so badly for you?

I had some, as you say, personal issues-- some things going on in my personal life.

I just wasn't as ready as I should have been to face him and I jumped the gun.

But why this Spider-Man? What's the obsession with Spider-Man?

He-- *it is* the most elusive prey.

But he is also a murderer and a fool. He is a criminal-- by any definition.

This hunt personifies all that is--

And what of the rumors, the internet *rumors*, that say you have undergone some sort of genetic treatment...

Some sort of *enhancements* to--

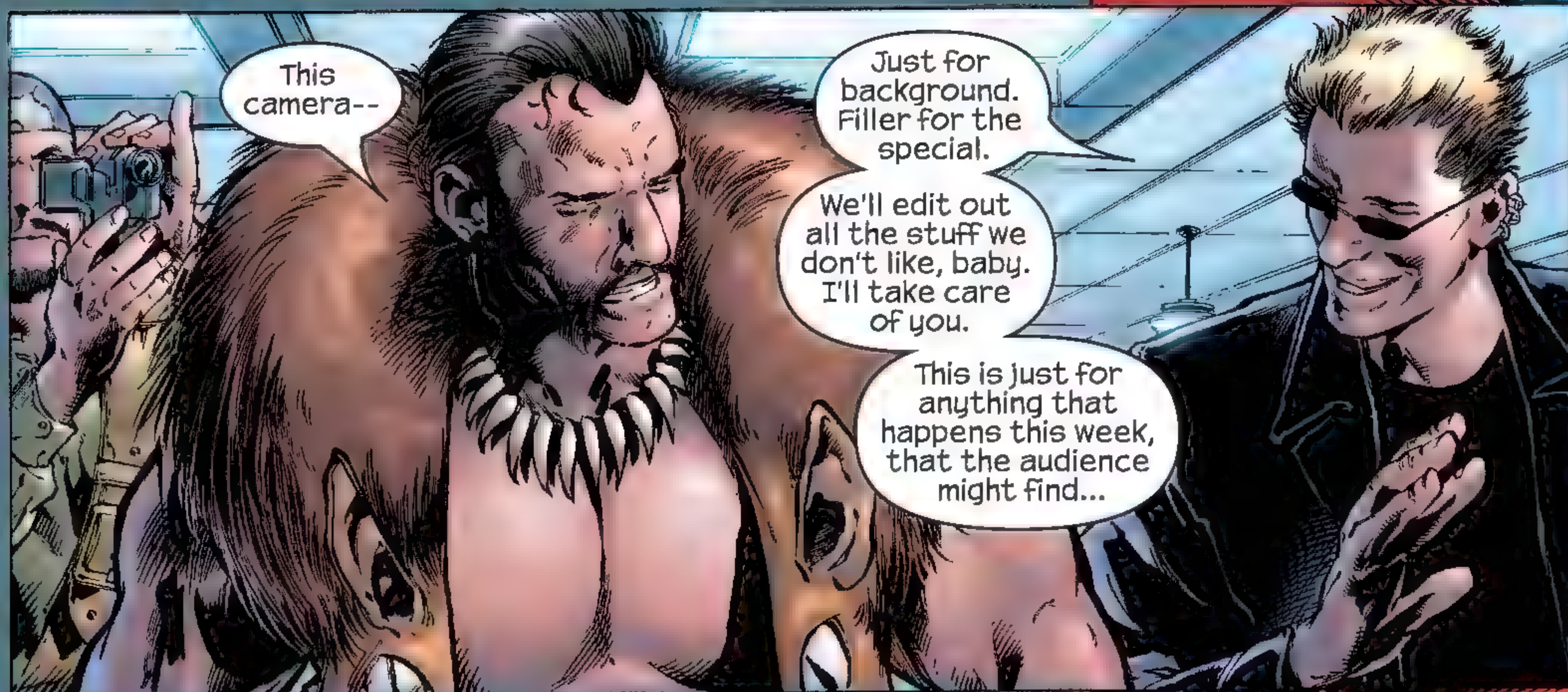
In the jungle that I make my home, we seem to do well *without* this internet.

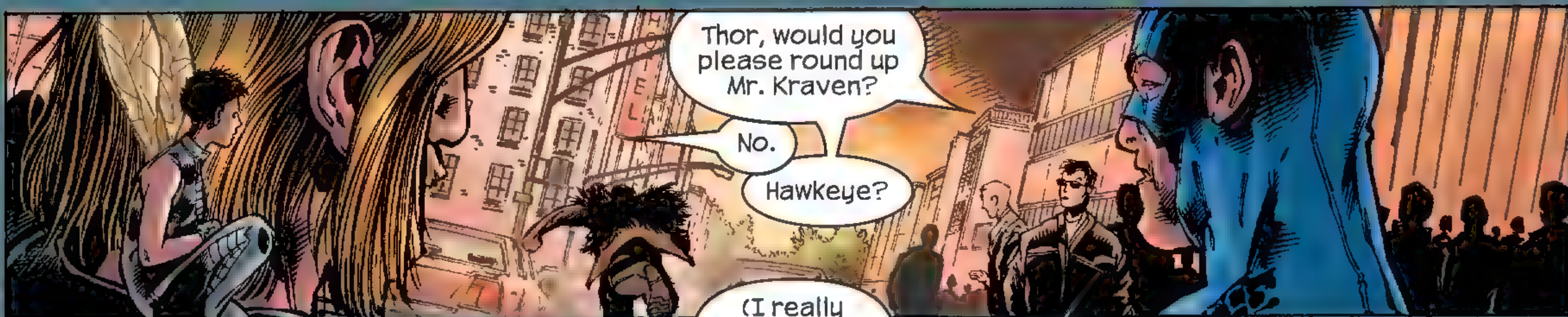
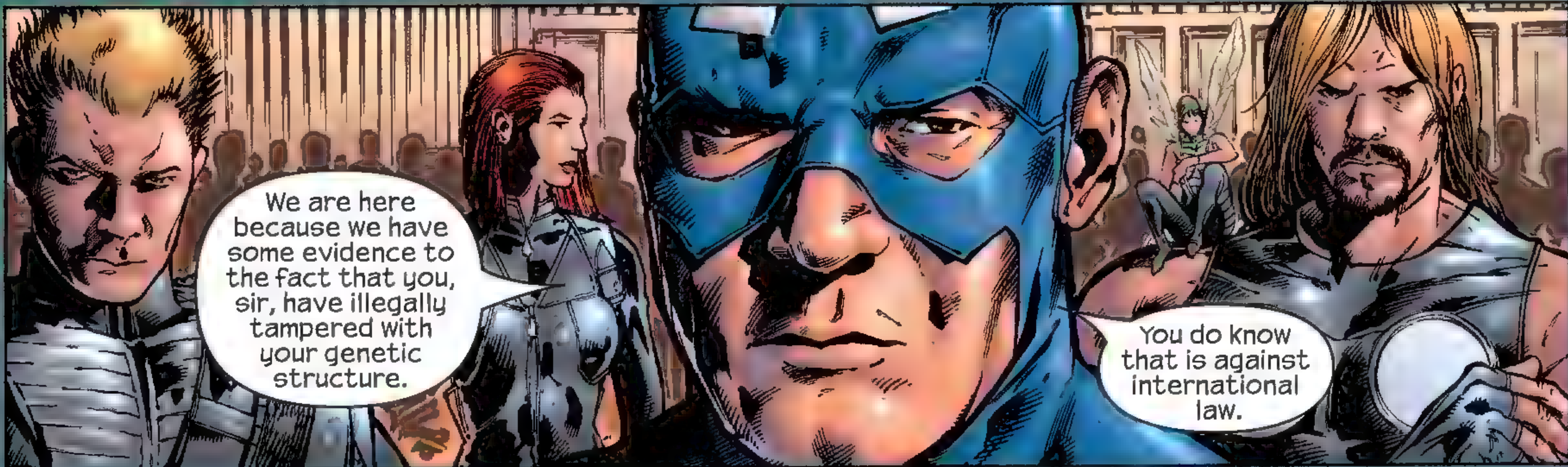
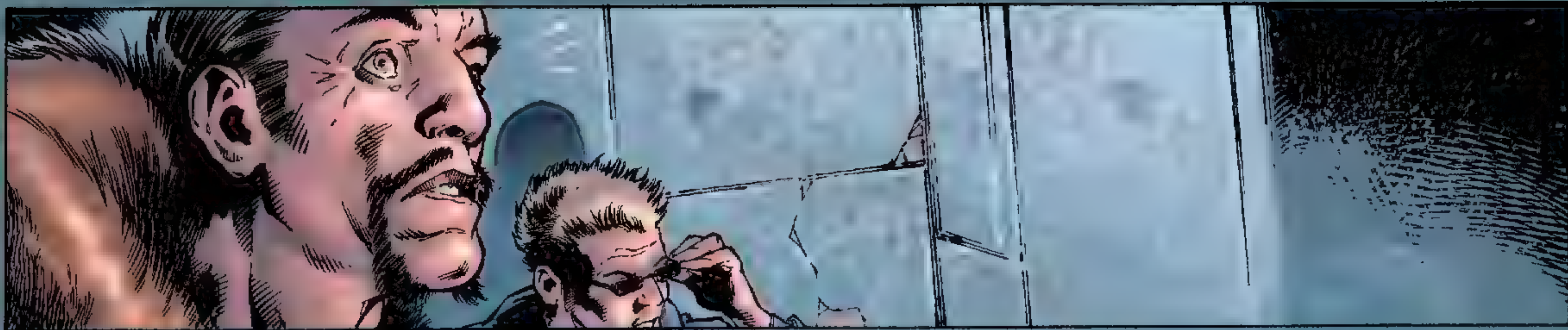
I am a man of the earth. A man of the jungle. A man of the hunt.

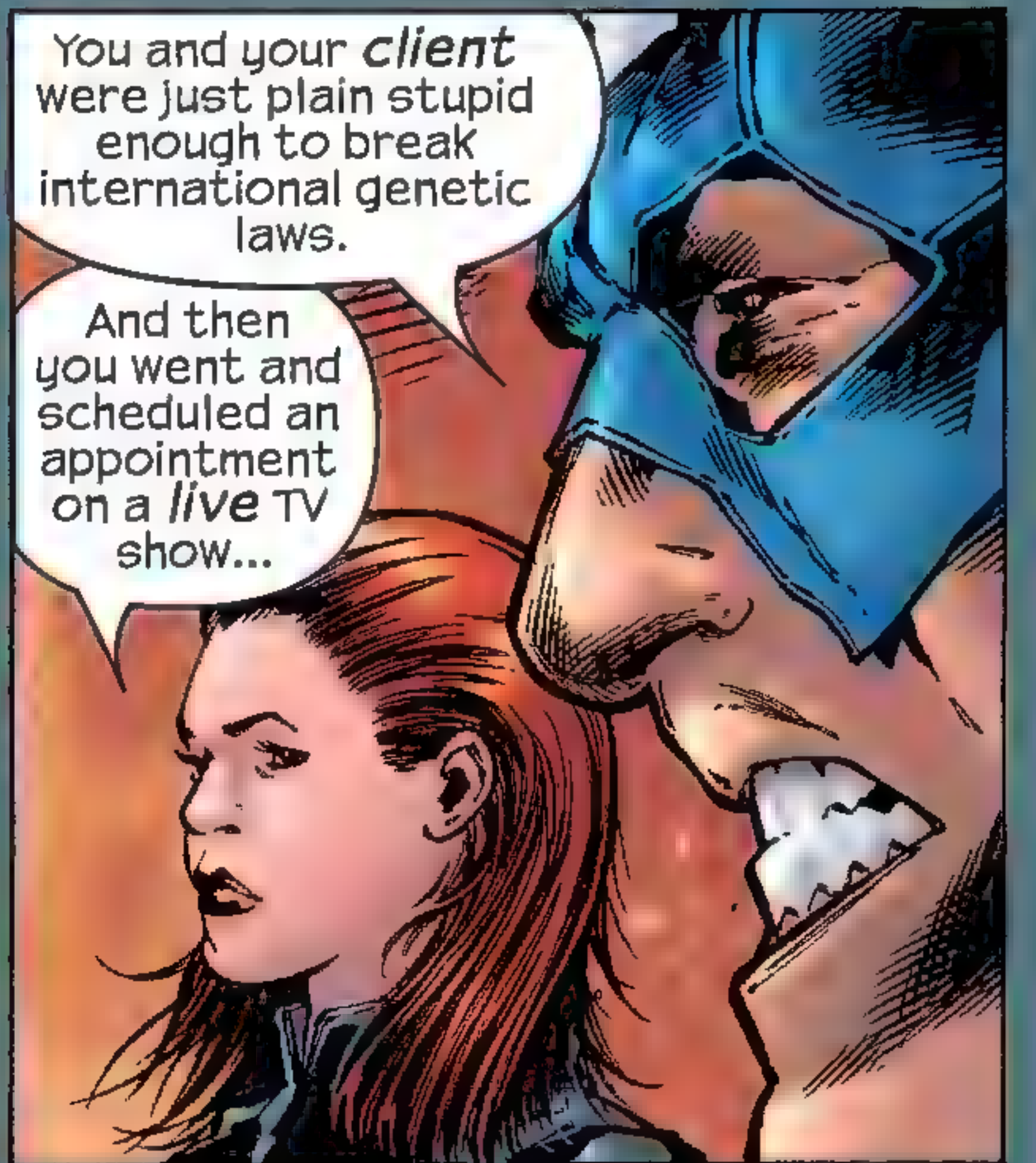
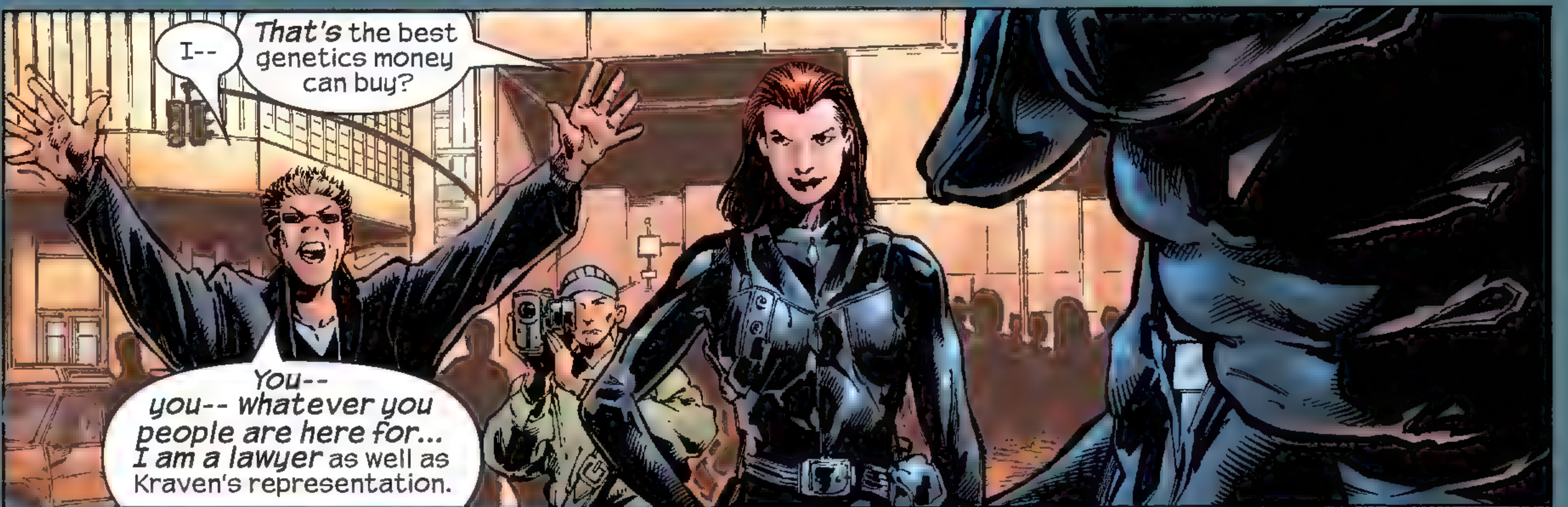
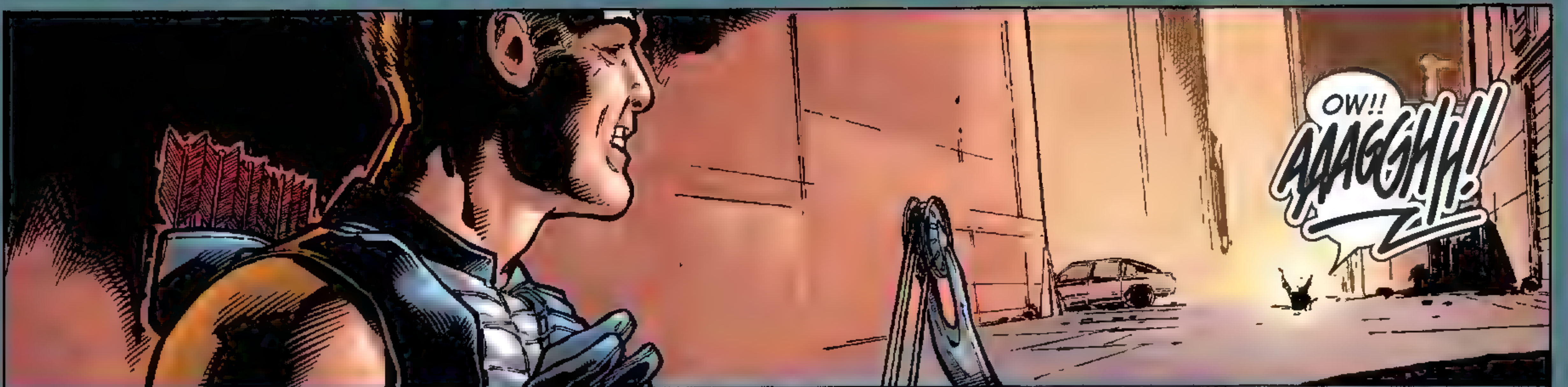
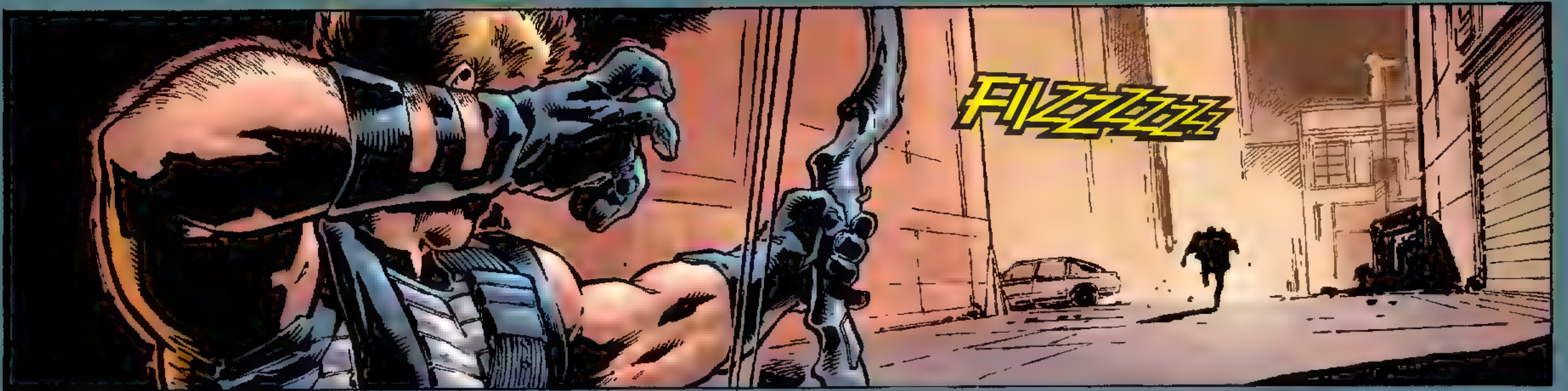
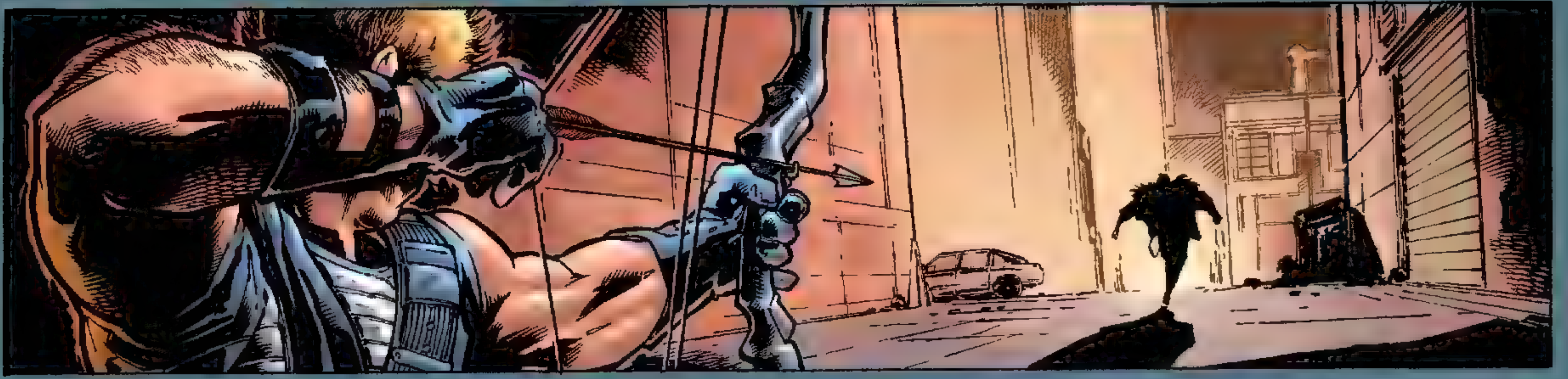
Uh...
Yes, well, yes.

We will have all the highlights from the spectacular event, right here, Monday.

Thank you so, so much.

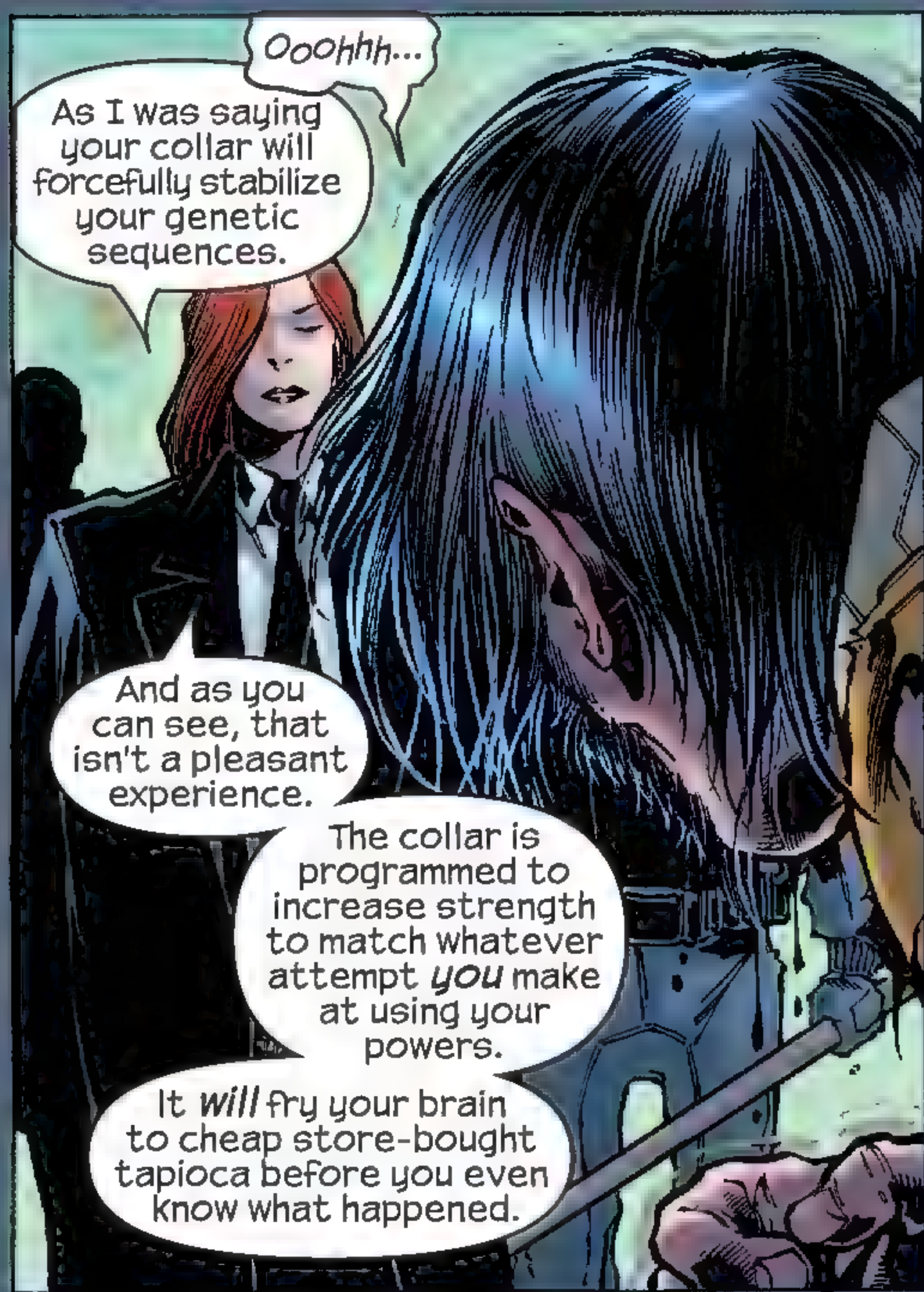


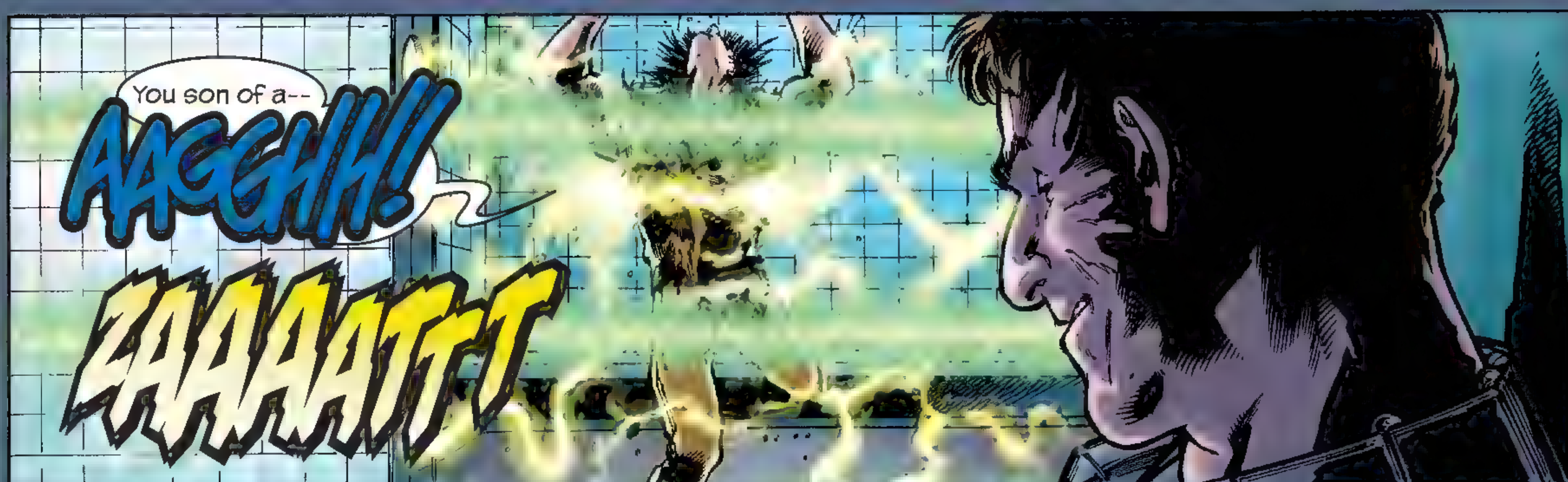
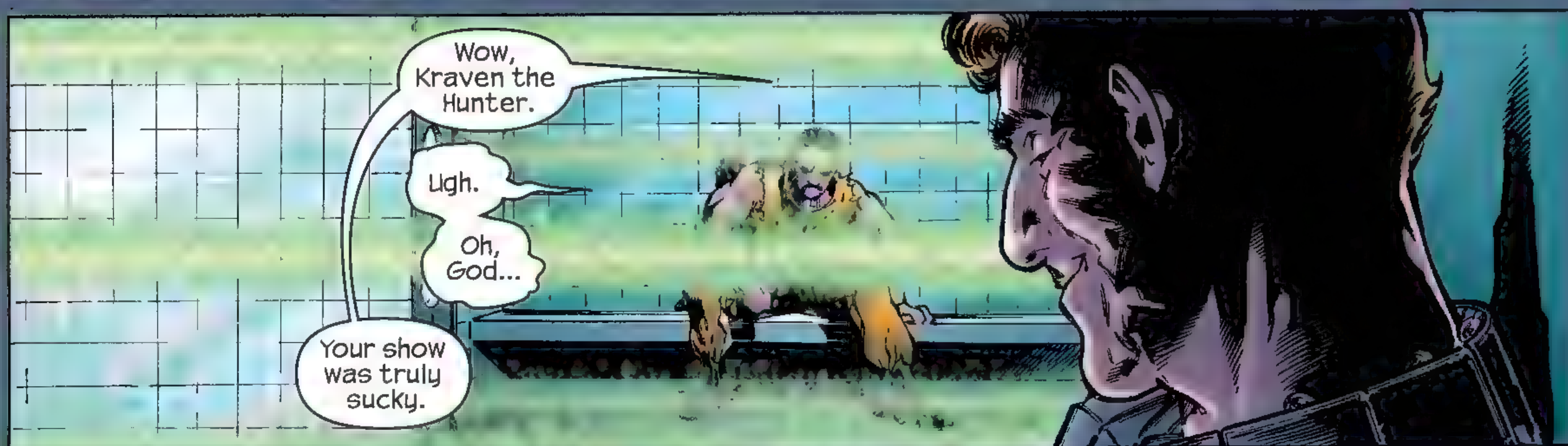
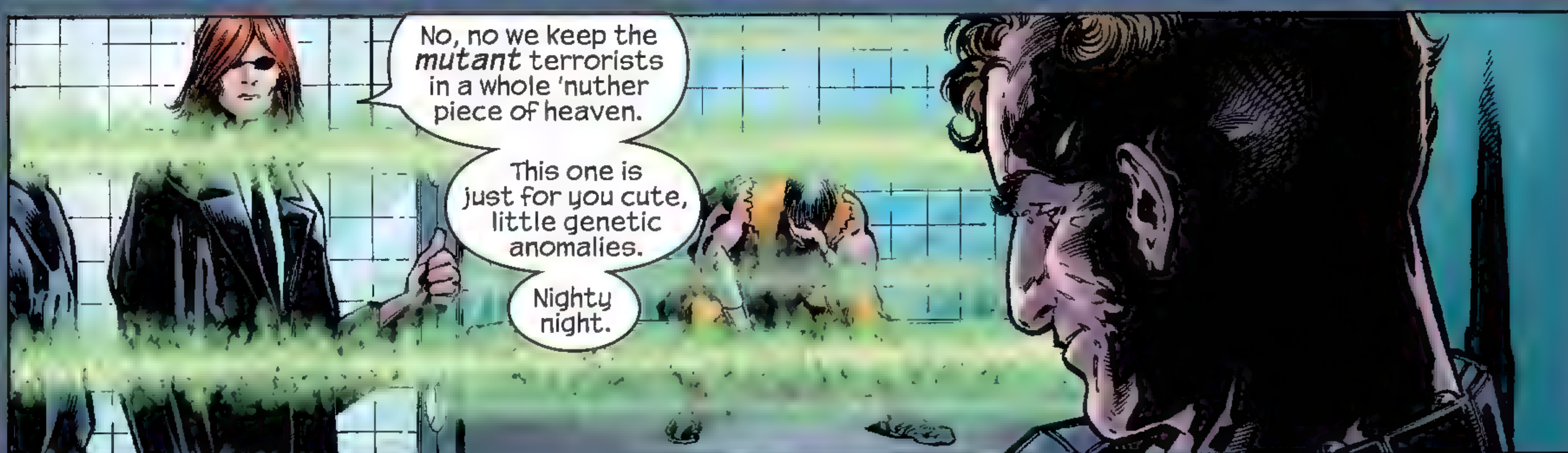
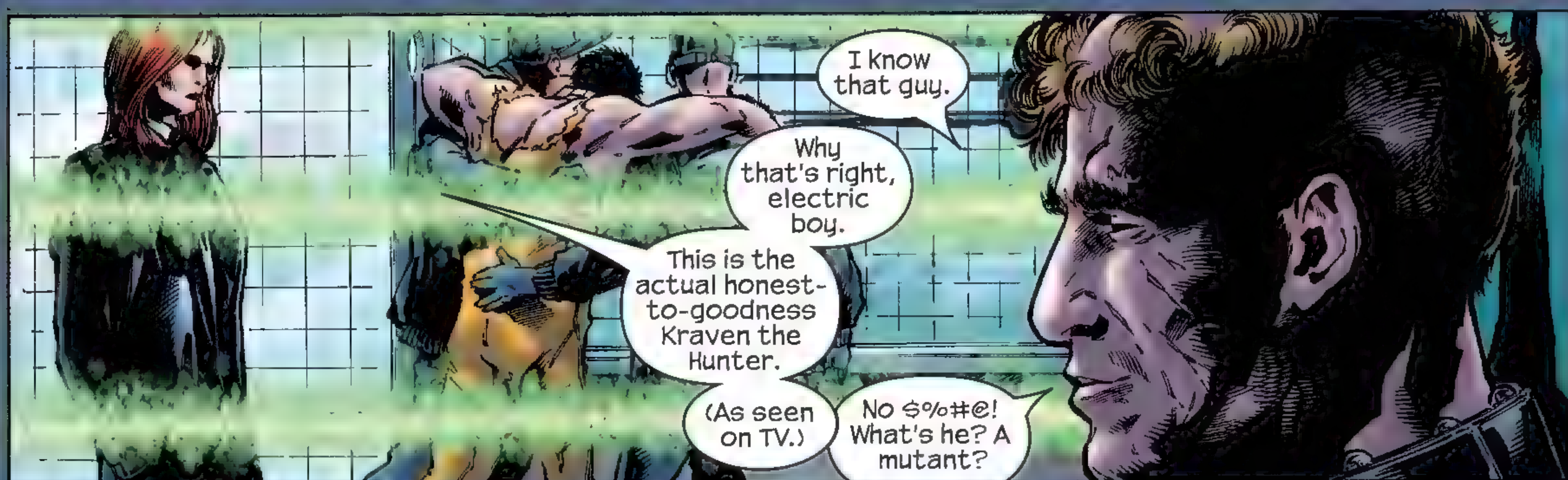


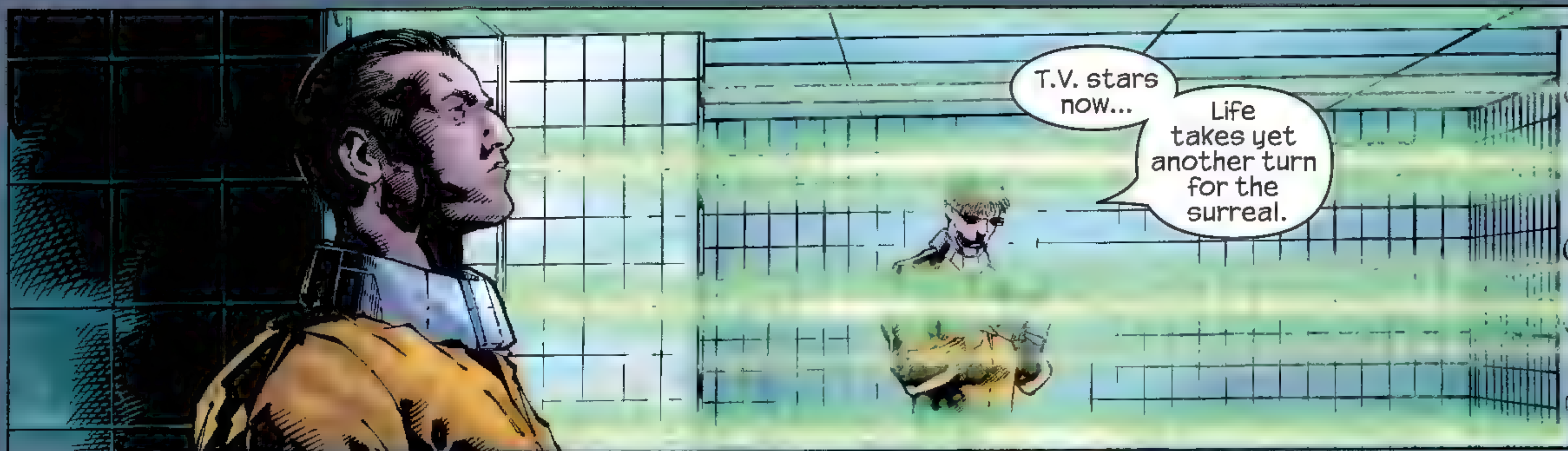






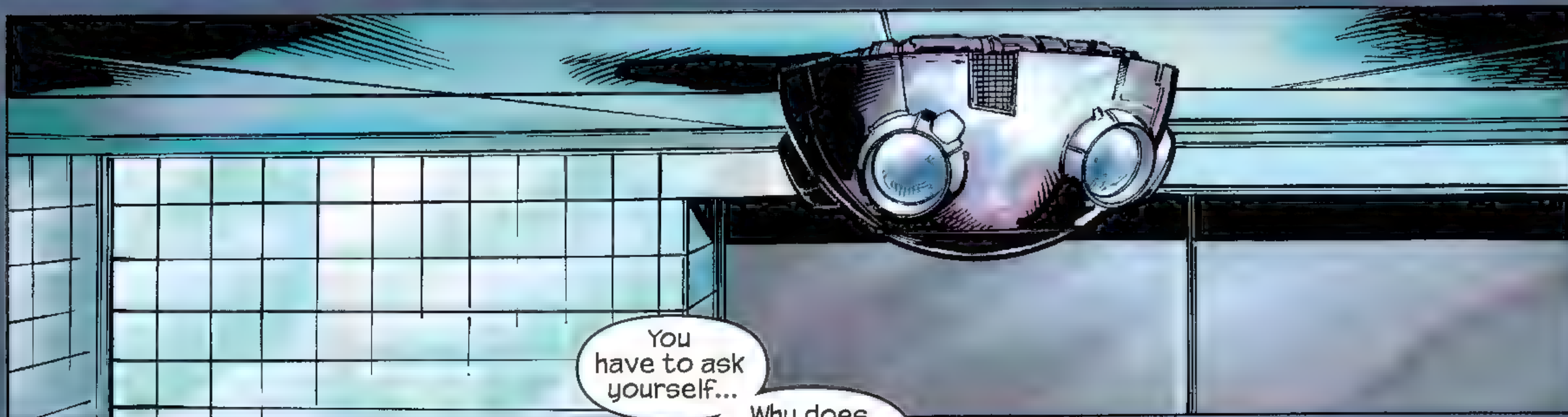
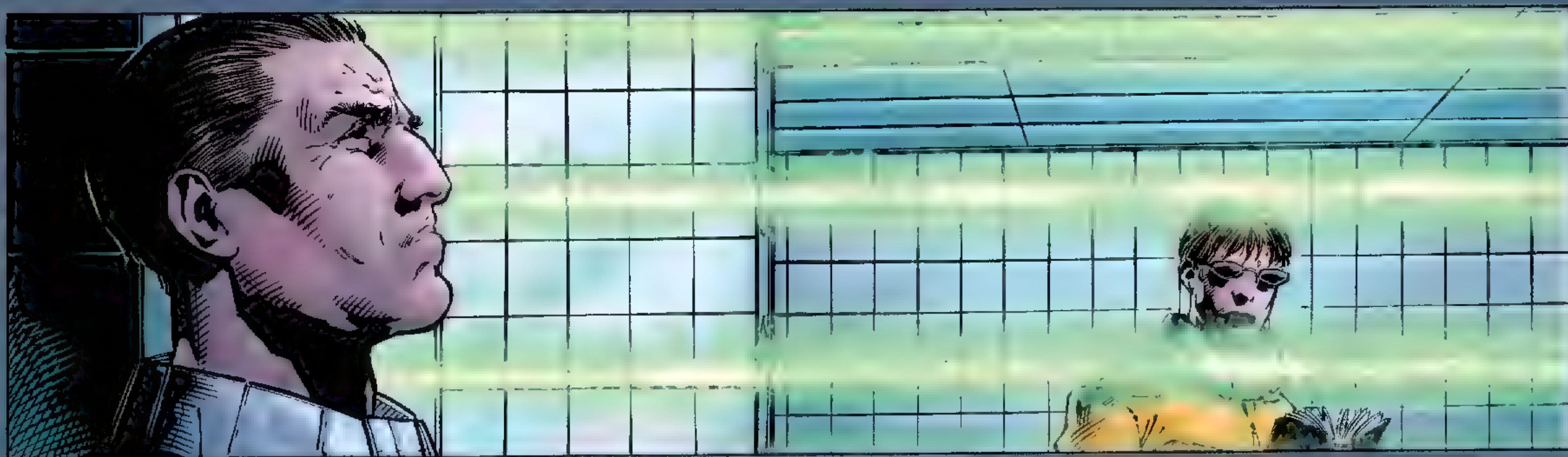






T.V. stars
now...

Life
takes yet
another turn
for the
surreal.



You
have to ask
yourself...

Why does
Nick Fury have
us here like
this?

Nick Fury.

Why would
he put *all* six
of us in here
together?

Six?

Norman,
there's only five
of us here.

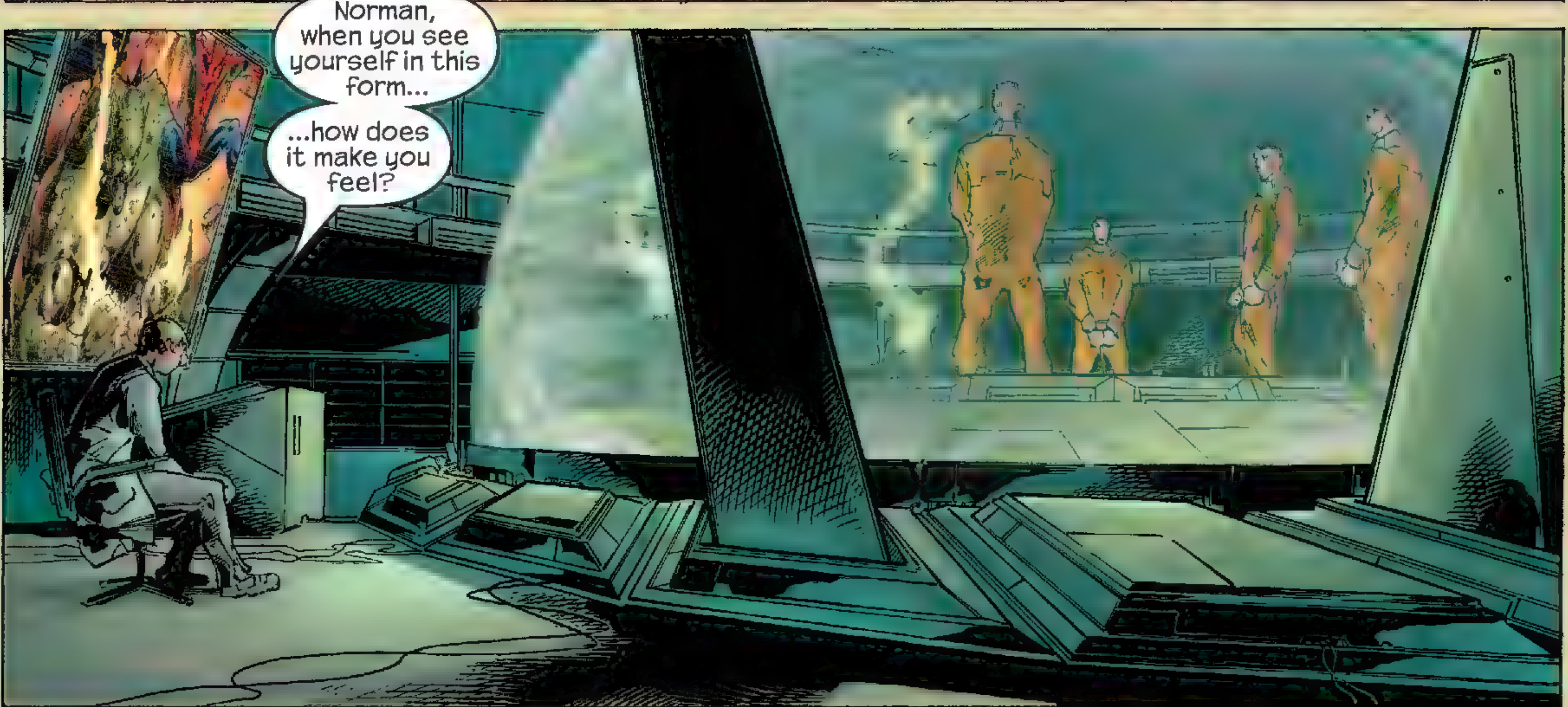


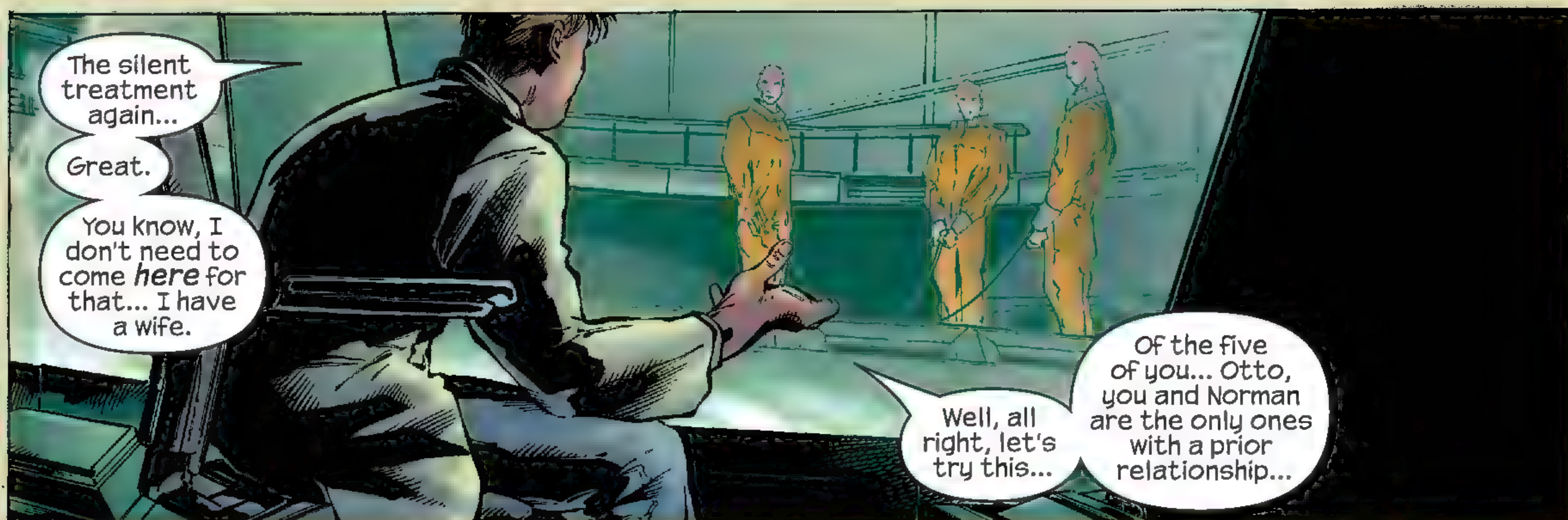
No...

...there
will be six.









The silent treatment again...

Great.

You know, I don't need to come *here* for that... I have a wife.

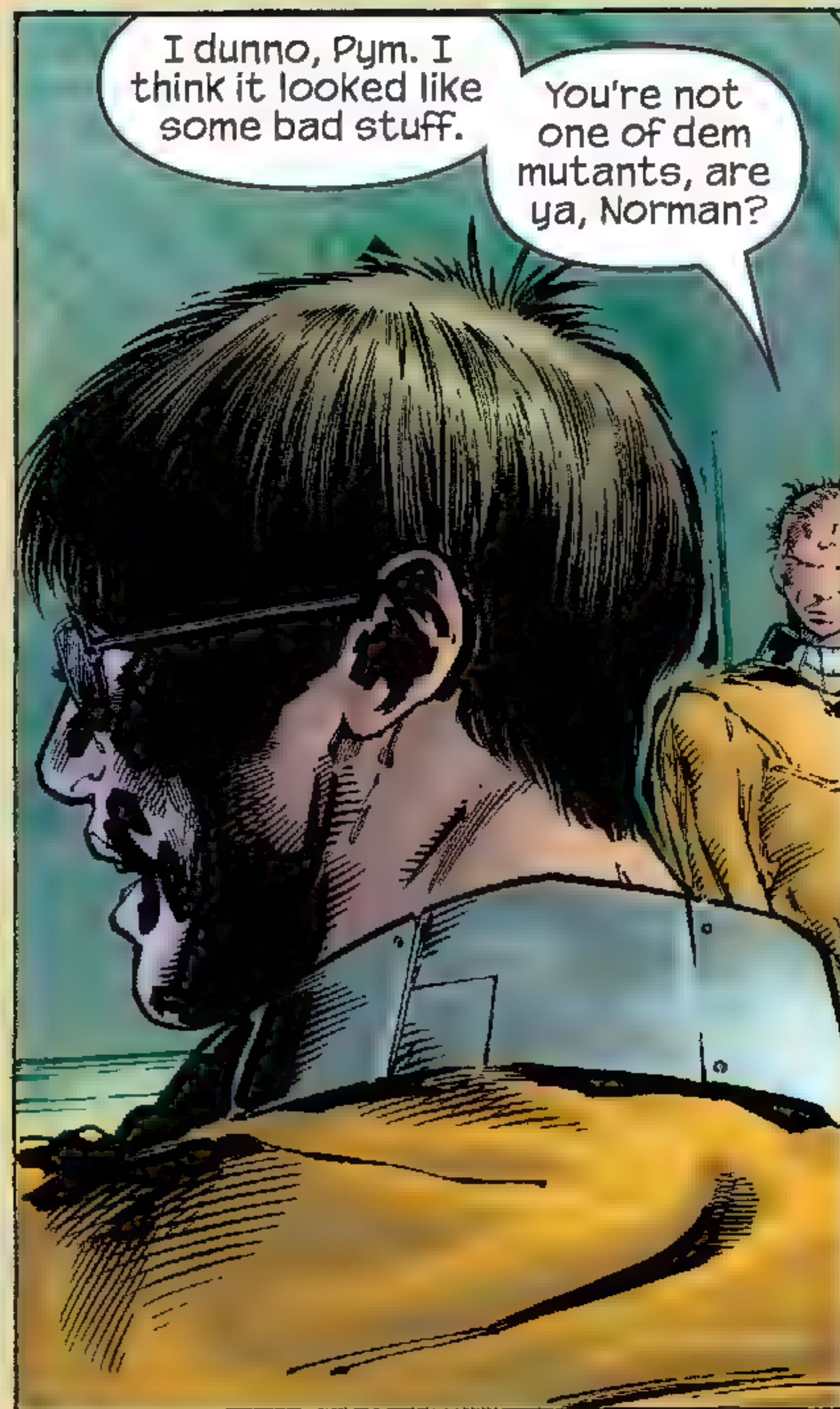
Well, all right, let's try this...

Of the five of you... Otto, you and Norman are the only ones with a prior relationship...



Otto, how does it make you feel when you see what your former employer has done to himself?

What he is capable of?



I dunno, Pym. I think it looked like some bad stuff.

You're not one of dem mutants, are ya, Norman?

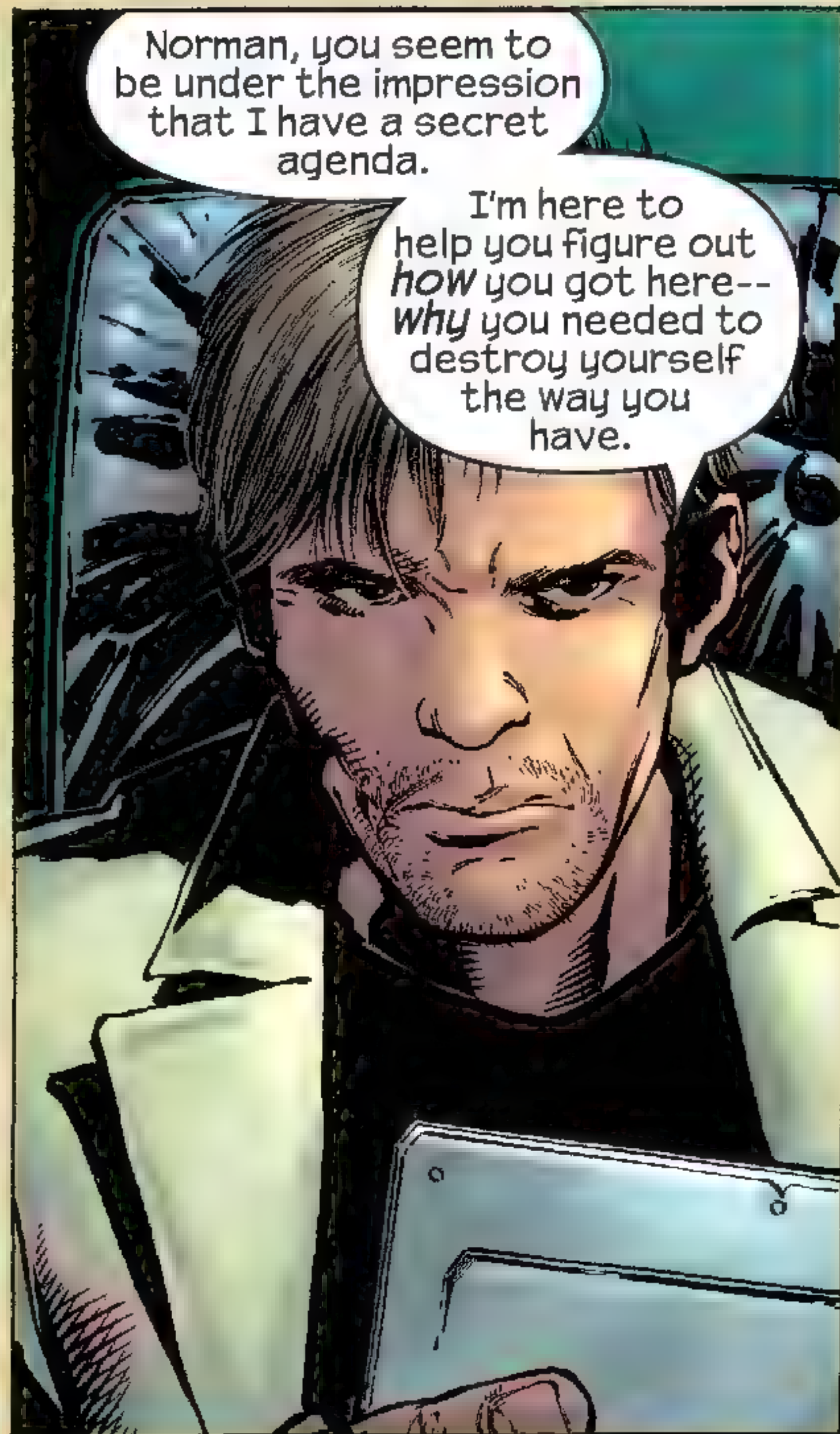


Wait your turn, Max.

Norman, if you'd like, tell the group exactly what you had done to yourself.

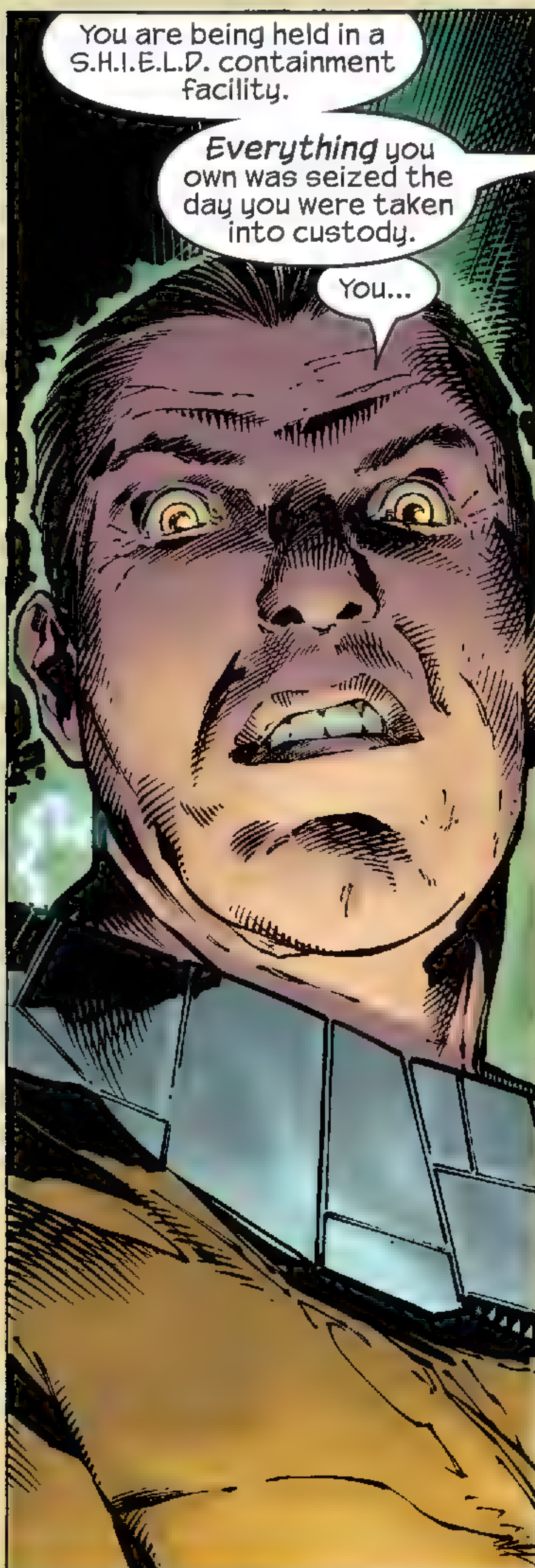


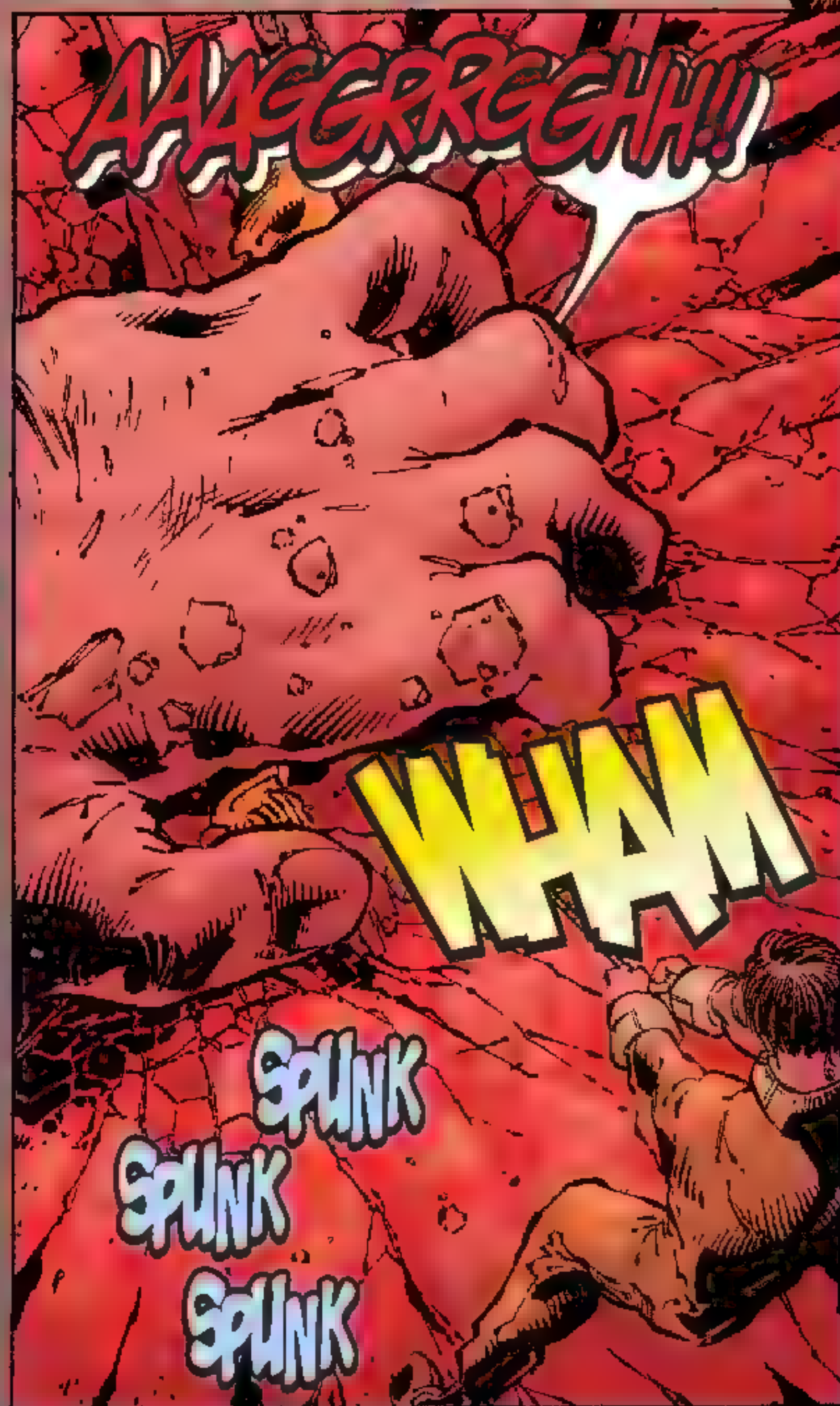
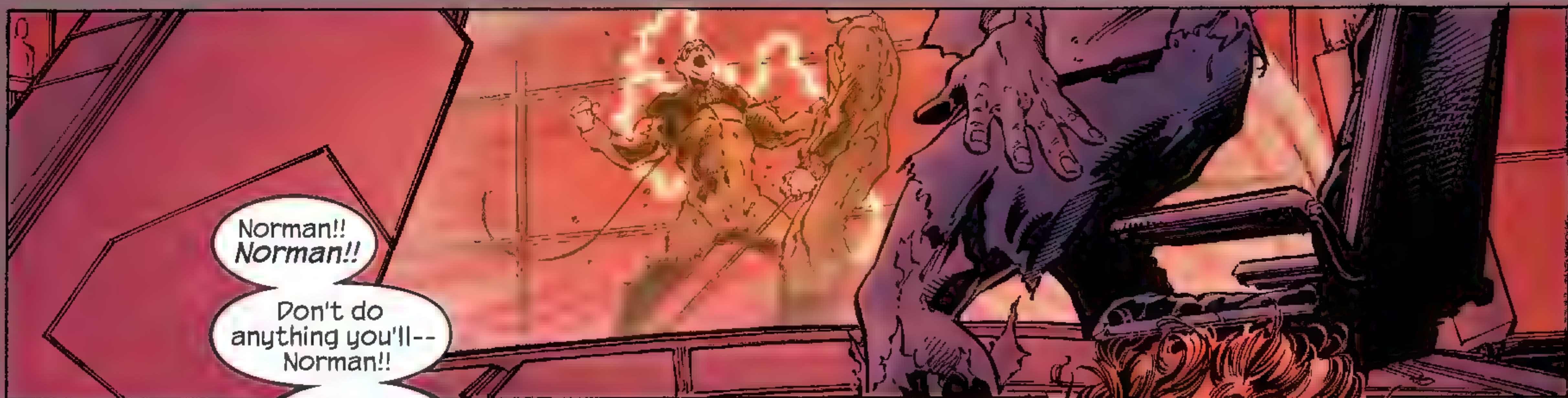
Why don't you ask me what you *really* want to ask me, Pym?



Norman, you seem to be under the impression that I have a secret agenda.

I'm here to help you figure out *how* you got here-- *why* you needed to destroy yourself the way you have.







Well...

...at least
we know
the system
works.

Six weeks later...

Hey, kids, guess who's back and better than ever.

And by better than ever... I mean sedated like all get-out.

Hey!! I'm not that comfortable being in the same room with Osborn anymore!!

Tssk, really, that's a shame because I think it's *so* obvious how *important* your comfort *is* to us, electric boy.

You should keep him *separate*, man!

Pipe down or you'll share a cell *with* him.

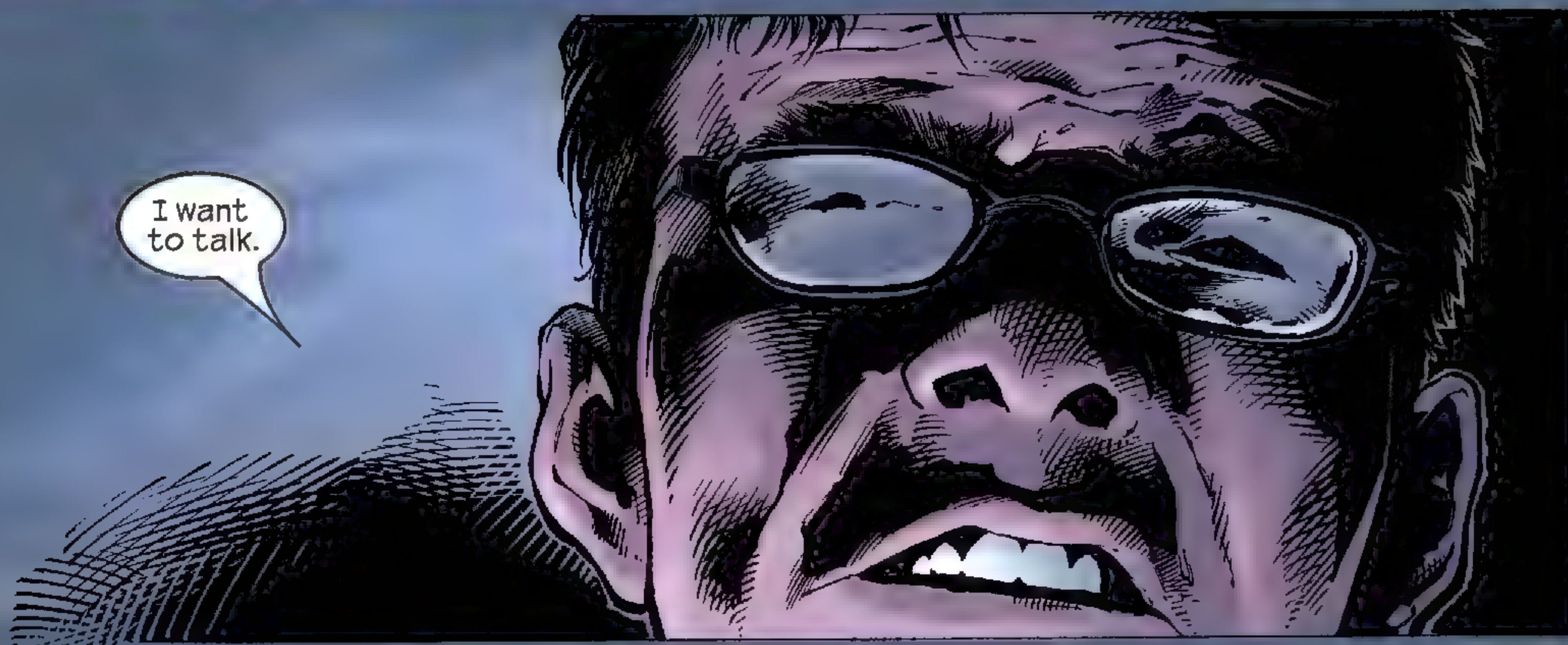
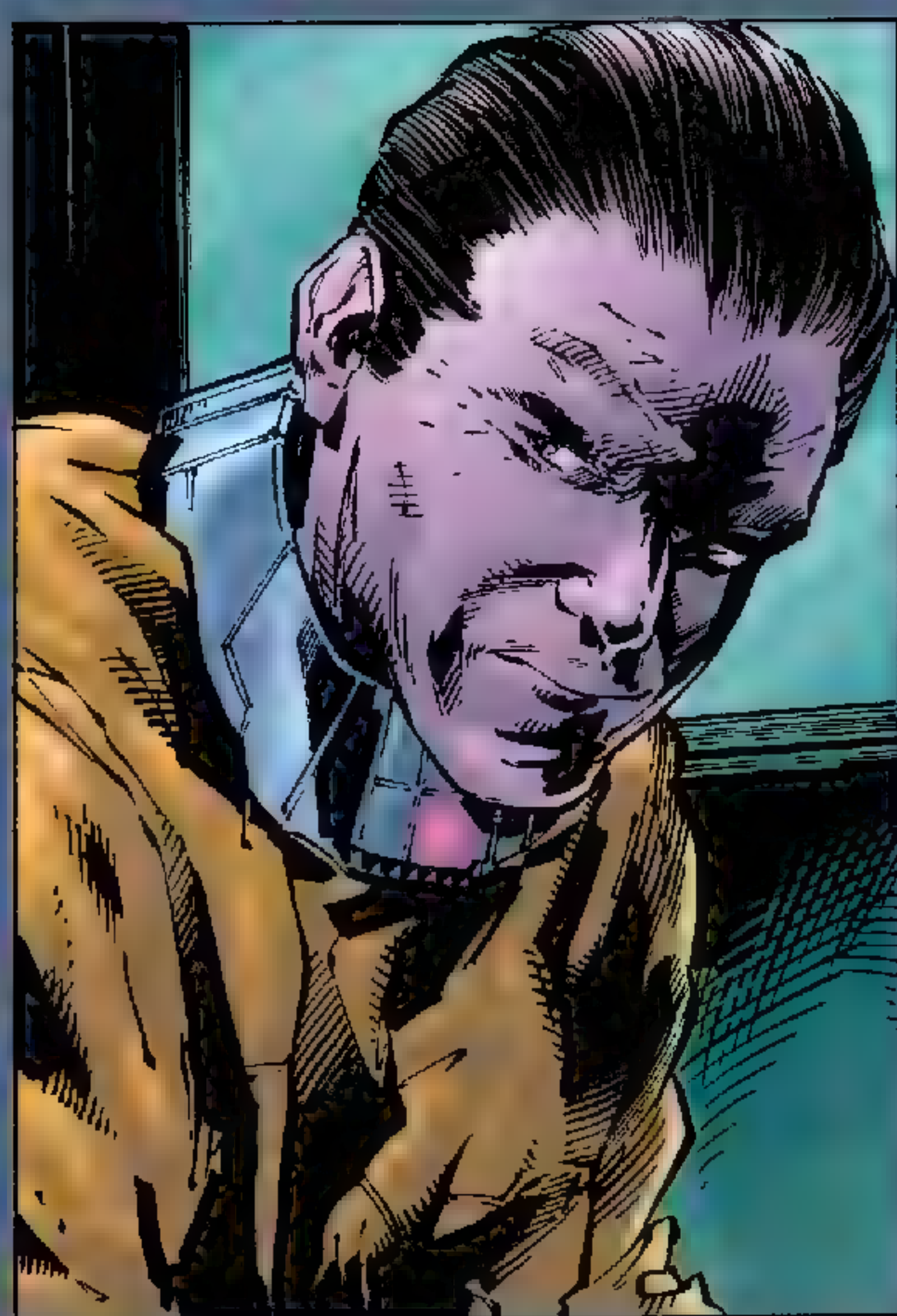
Well, at least take off your top for us!

Oh. Okay...

...sure...

Psyche.

You'll be the first, skank.





Whatever you want from me-- *whatever* you want from me, you have it.



Why the sudden change of heart, Doctor Octavius?



Seeing that-- seeing what Norman Osborn had *done* to himself.

I-- I had no idea. No idea.

And that was the same accident that ruined *my* life?

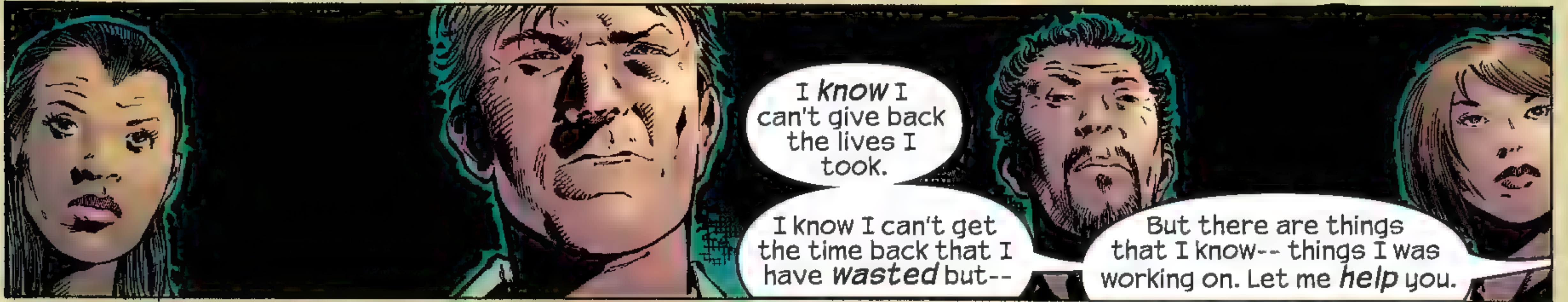
I *have* to turn this around.

I have-- I have to do something of *value* in this world before I die.

I have to *contribute*. I am a man of science.

A man of science. I'm not some-- I'm not some--

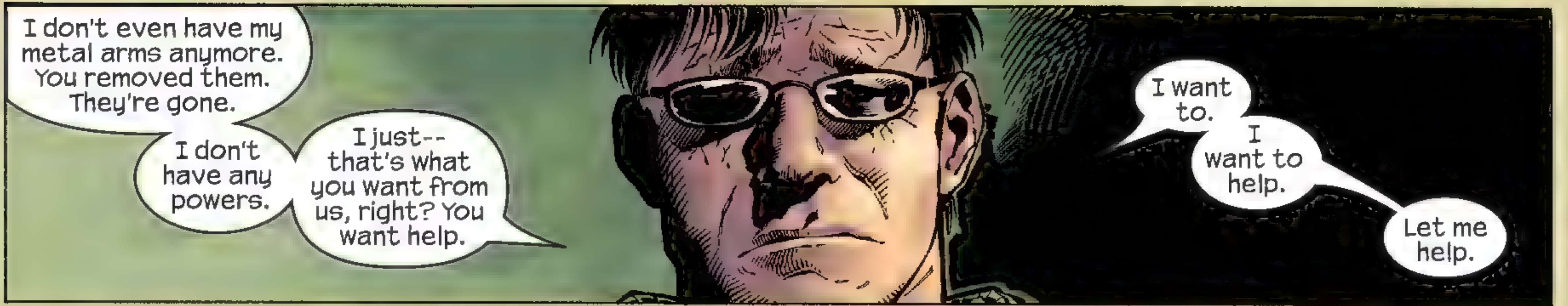
Please, please...



I *know* I can't give back the lives I took.

I know I can't get the time back that I have *wasted* but--

But there are things that I know-- things I was working on. Let me *help* you.



I don't even have my metal arms anymore. You removed them. They're gone.

I don't have any powers.

I just-- that's what you want from us, right? You want help.

I want to.

I want to help.

Let me help.



We'll get back to you.

THE TRISKELION

Headquarters and home of The Ultimates, the U.S. sanctioned superhuman task force created by Nick Fury and S.H.I.E.L.D.

What is this?

Bento.

Is there anything else to eat?

Who isn't here?

Tony.

He's on his way.

Boys and girls, the footage you are about to see is top secret. Classified.

As opposed to all the things you show us that *aren't* top secret--classified?



This is
footage of
Doctor Otto
Octavius...

The kids
call him Doctor
Octopus.

Tssk-- What
is wrong with
that man?



Well, this *is*
old footage,
Janet.

But it's
something I
thought the
entire team
of Ultimates
should see.

The Doctor
here has since
been incarcerated
in a S.H.I.E.L.D.
facility.

And, for
the record, we have
surgically removed his
more cumbersome arms.



This guy-- I swear to God-- this guy Octavius was a genius.

I wrote one of my Doctorates on this man's work.

Worshipped the guy.



Speaking of your taste in men...

Our Doctor Pym here has been spending his free time working at the facility where we house these illegal genetics.

I know seeing Henry here, since he left the team, is a bit jarring. I hope we can keep things civil and professional and listen to what the man has to say.



Is this the same lockup we brought Kraven the Hunter to?

Yes. How many of these meatballs do you have locked up in there?

Just a handful. But it's a hell of a handful.



Fact of-- um-- fact of the matter is that each of the men we have in this particular lockup...

(And it's all high security. Highest security.)

...each of the men has *purposely* turned themselves, or paid to have someone turn them into a unique, genetic mutation unlike *anything* anyone has ever seen before.

Each one, in *my* opinion, is a complete failed attempt at superhuman genetic manipulation.

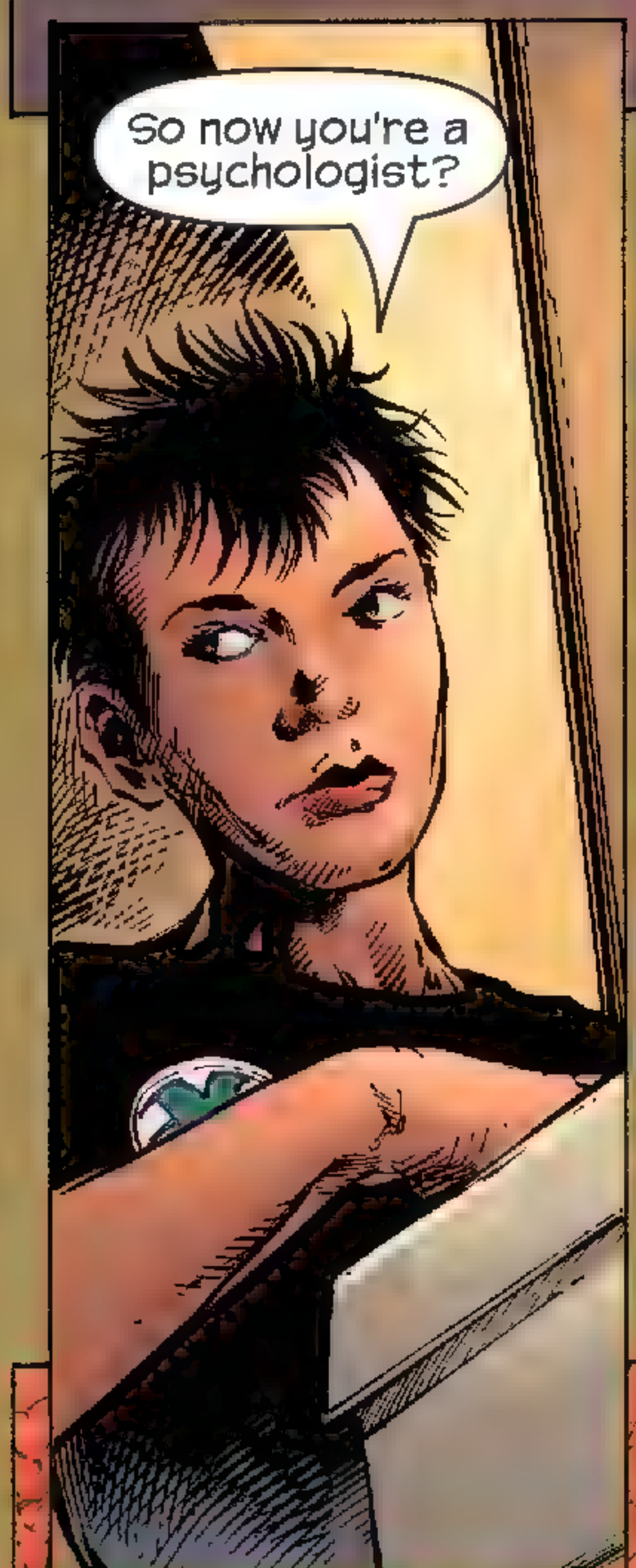


As opposed to us?

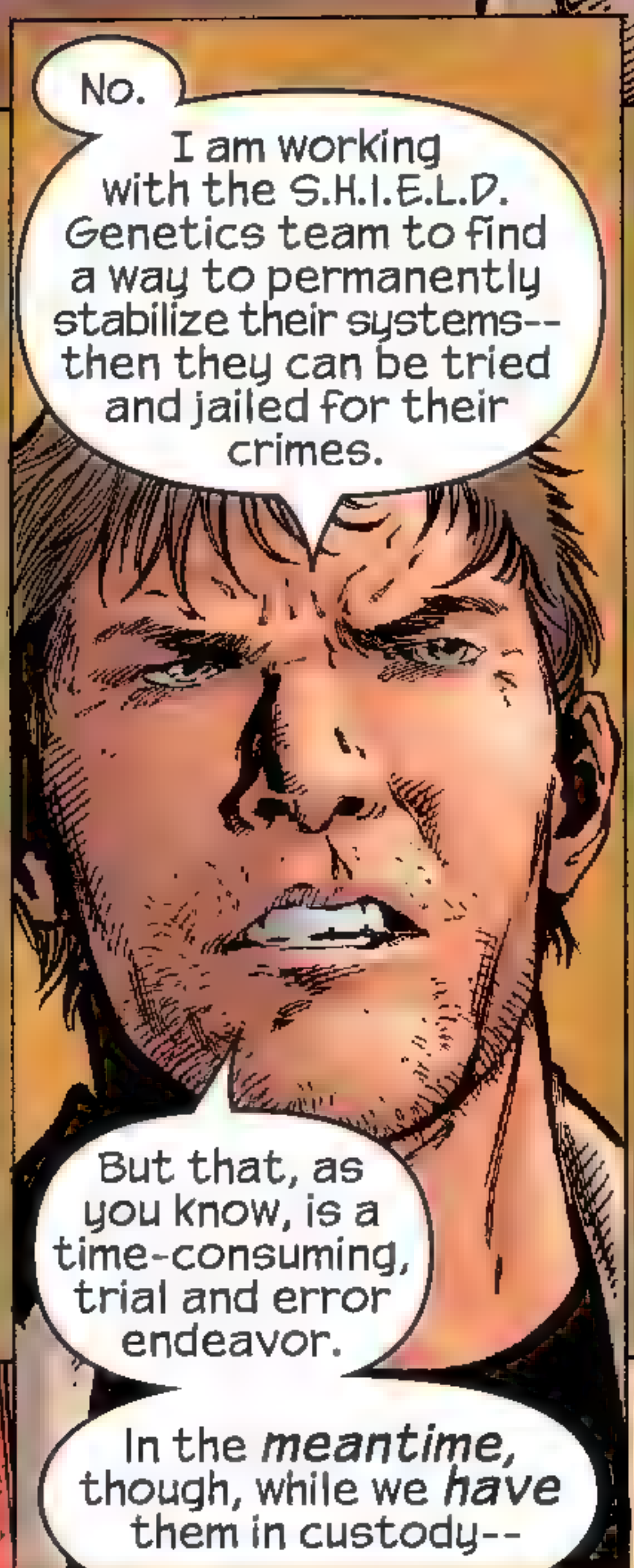
In-- yeah-- in my free time, I have been trying to analyze the psychological effects that these genetic manipulations have had on each one of them.

I've--I've been trying group therapy sessions-- as it has been found useful for patients with schizoid, histrionic and antisocial personality disorders.

These patients tend to act out their fantasies, and pressure from peers in group treatment can motivate them to--



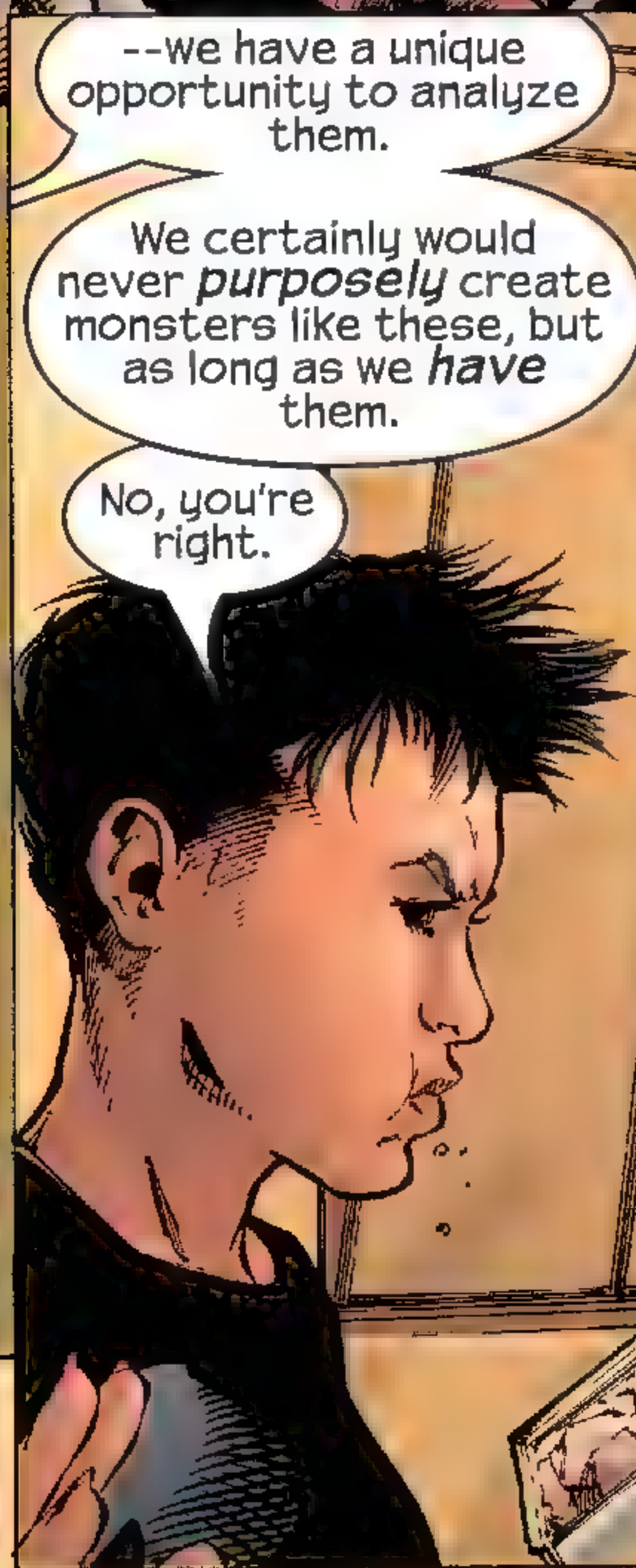
So now you're a psychologist?



No. I am working with the S.H.I.E.L.D. Genetics team to find a way to permanently stabilize their systems-- then they can be tried and jailed for their crimes.

But that, as you know, is a time-consuming, trial and error endeavor.

In the *meantime*, though, while we *have* them in custody--



--we have a unique opportunity to analyze them.

We certainly would never *purposely* create monsters like these, but as long as we *have* them.

No, you're right.



So, the point of all this is to tell you all that "Doctor Octopus" has come forward and offered his cooperation to S.H.I.E.L.D. doctors. His expertise.

No trade, no deal.

He says he has had an epiphany.



He wants to help out. Contribute to the world.

So...

What do you guys think?

Why are you asking us?



Because if anything goes *wrong* with this, it's *you* guys that are going to get called in to kick butt and clean up.

Thought it only *fair* to discuss it first.



These-- yeah-- these are dangerous and disturbed men.

And we have them in close quarters for examination.

But there is a lot of conjecture involved in-- in--



And though, yes, I do agree with Doctor Pym that there is a lot to learn from them in this situation...

...there's also a lot of x-factor involved with this particular lockdown scenario.

It's dicey.



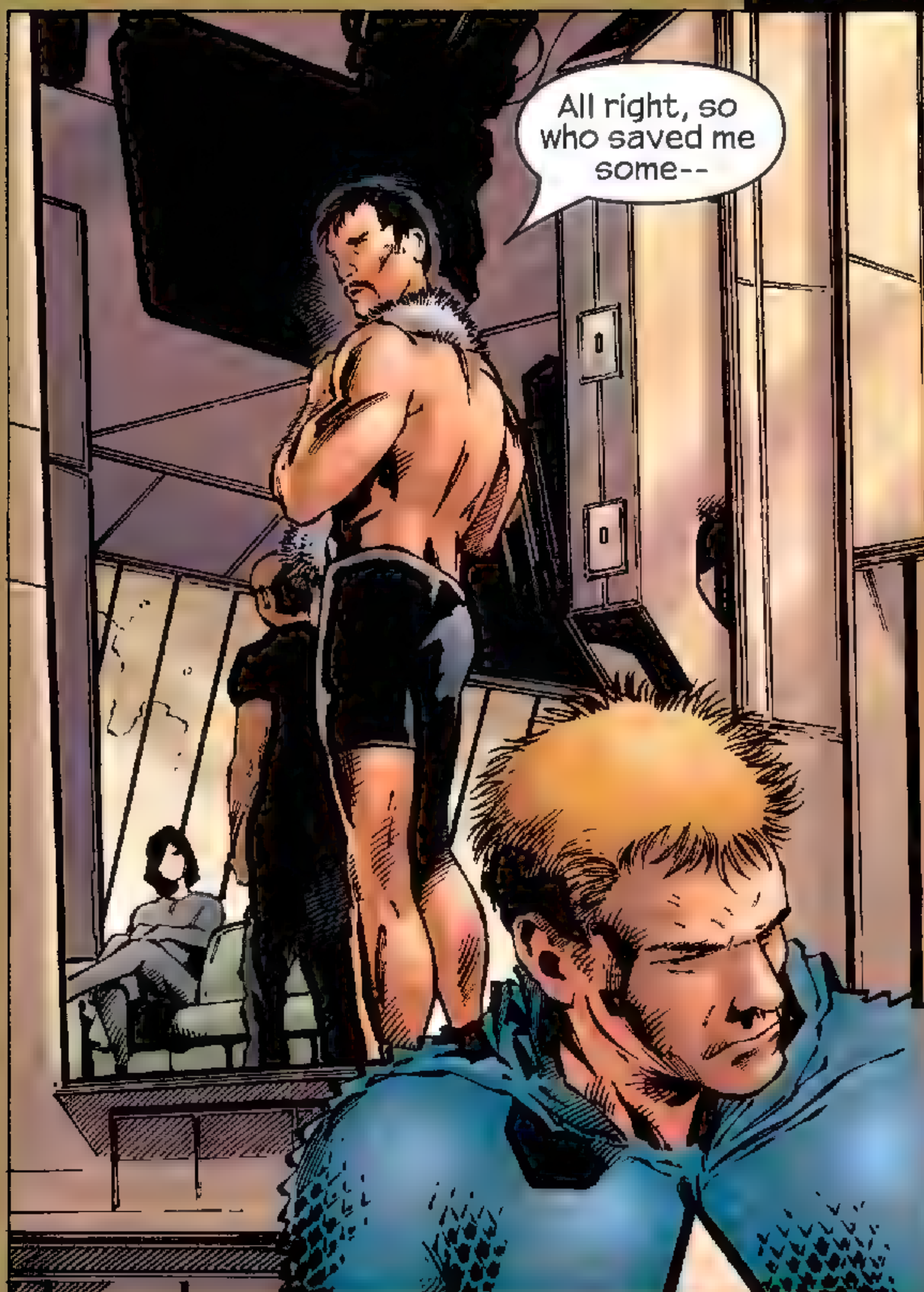
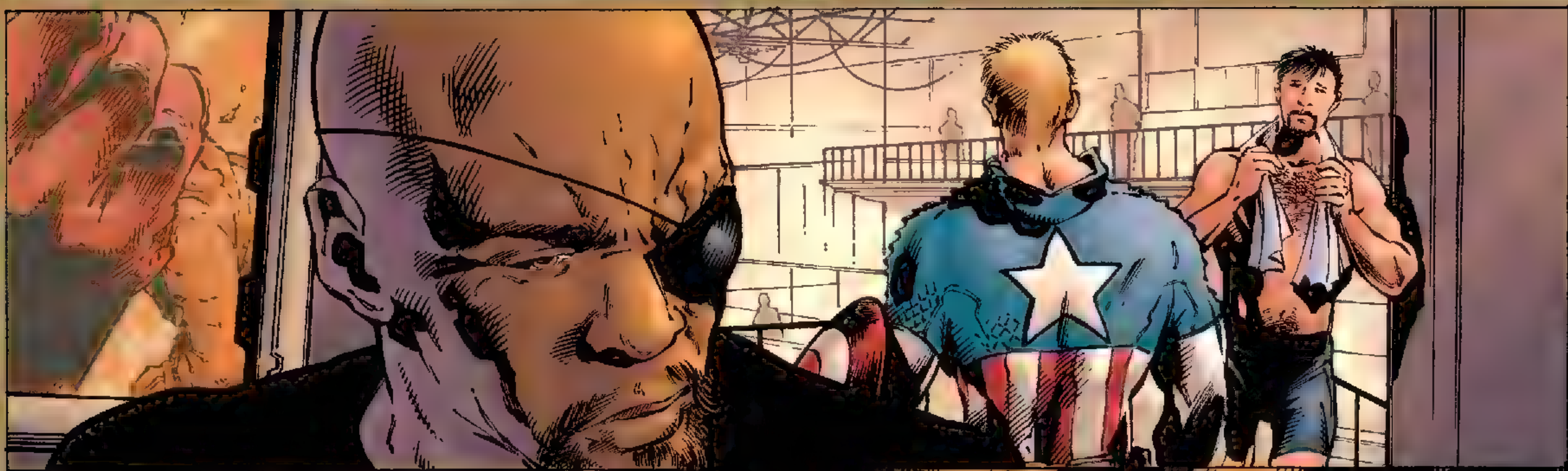
And, between us and the walls, it does skate the edge of S.H.I.E.L.D. jurisdiction.

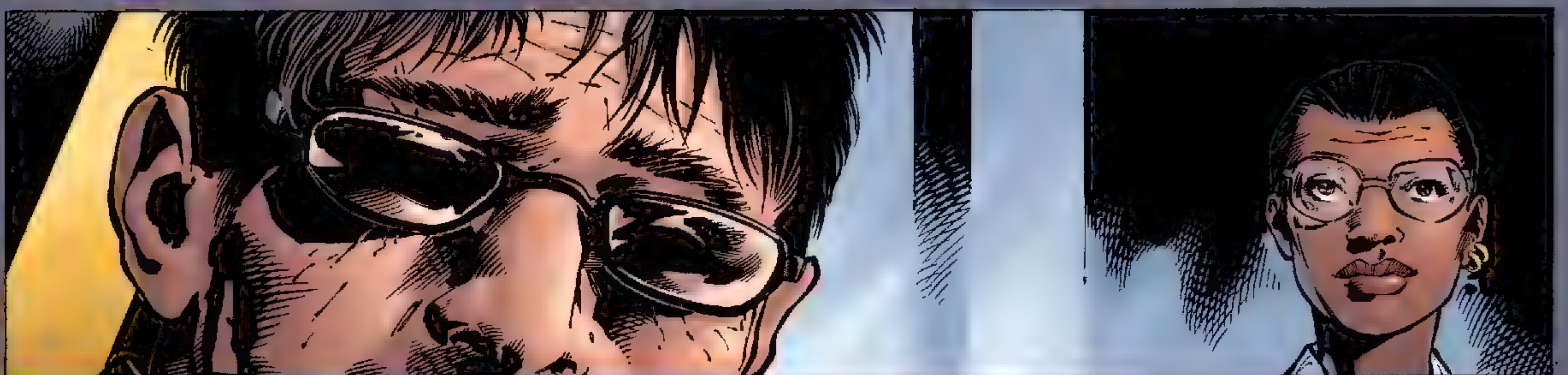
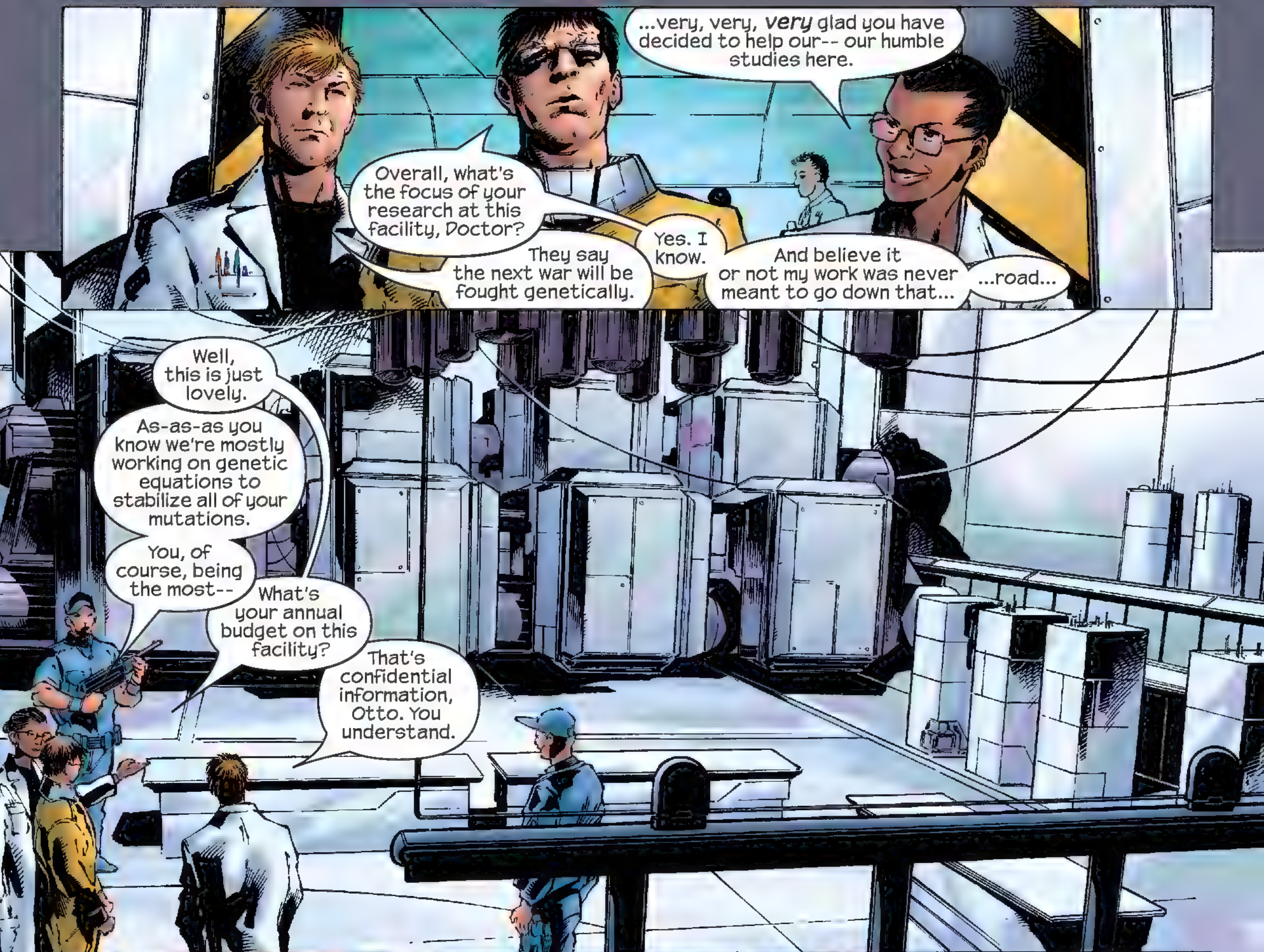
(If you get me?)

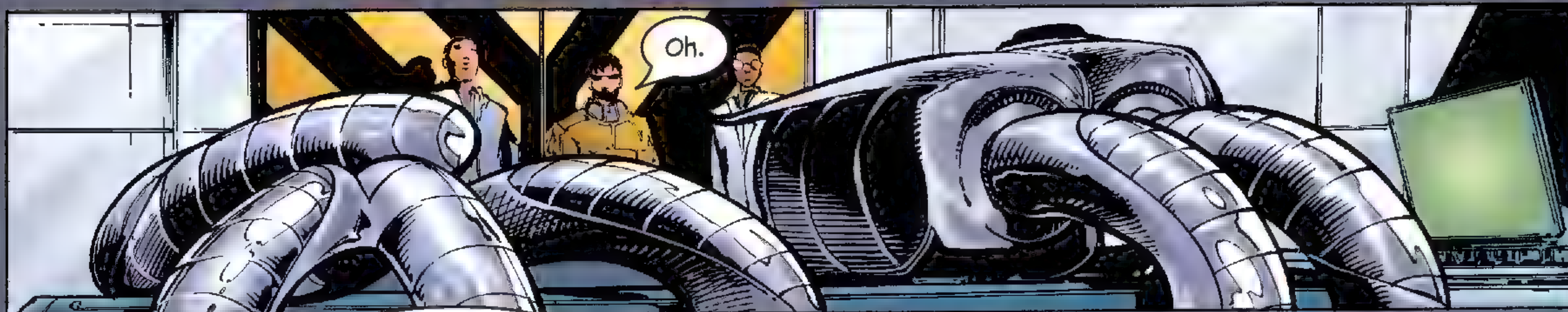


Are any of these palookas the way they are... because of super soldier experiments *you* commissioned in an attempt to repeat the experiment that made me Captain America?









Oh.



Yes. We're all just so impressed with the design and the maturity of the apparatus.

We had read about it-- but to see it-- to actually see it in *person* is just so--

...it's going to *revolutionize* high risk lab work-- not to mention the *possibilities* it will open up for the handicapped.



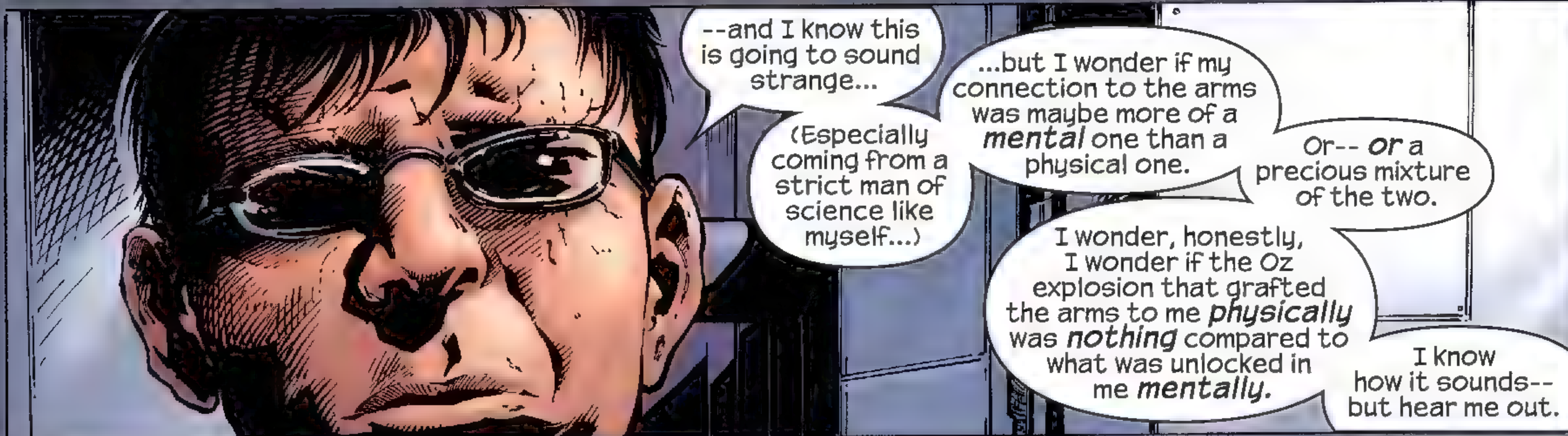
But, as you well can imagine, we have so many questions as to how the arms adhered to your nervous system so *completely*.

The doctors who removed it said--

Yes, yes. I had those very same questions.

At first I thought-- I thought the recognition cyon chips I installed in the framework had somehow been damaged in the accident...

...and that was where the connection was coming from... but now I'm convinced that--



--and I know this is going to sound strange...

(Especially coming from a strict man of science like myself...)

...but I wonder if my connection to the arms was maybe more of a *mental* one than a physical one.

Or-- or a precious mixture of the two.

I wonder, honestly, I wonder if the Oz explosion that grafted the arms to me *physically* was *nothing* compared to what was unlocked in me *mentally*.

I know how it sounds-- but hear me out.



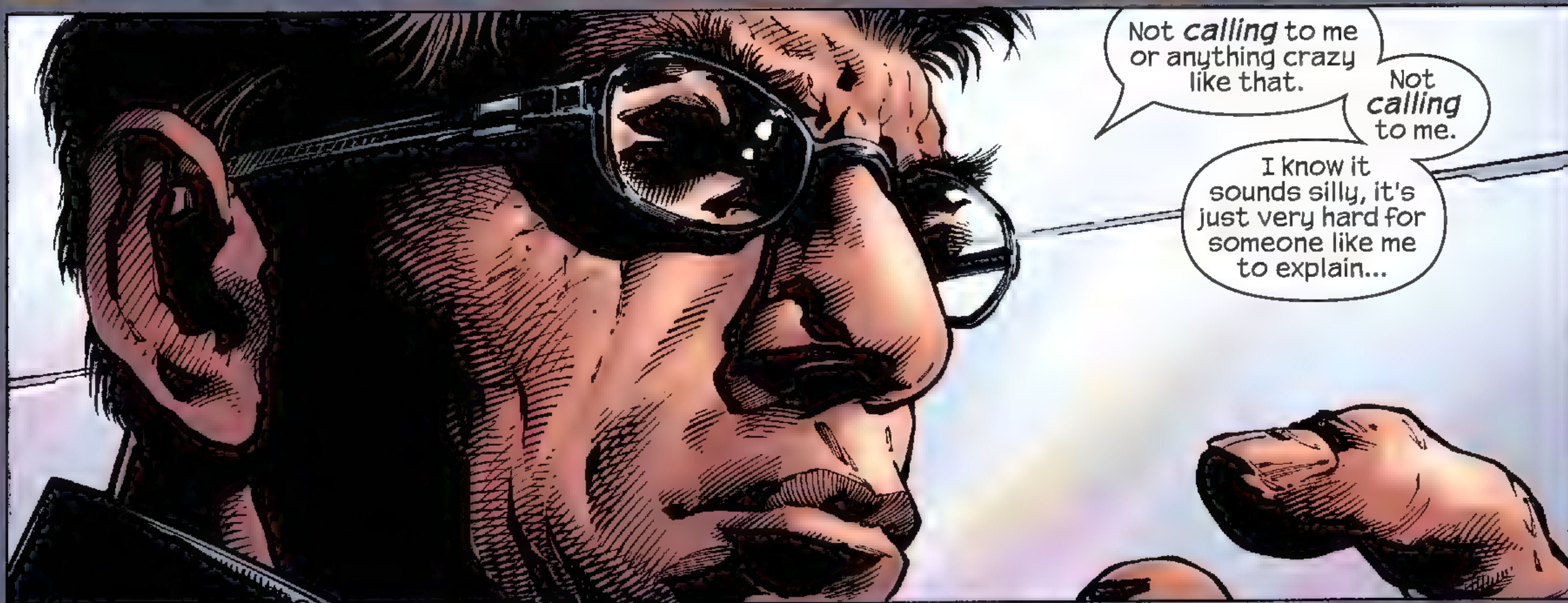
I wonder if the Oz formula somehow kicked open some latent mental abilities in me.

Maybe I always had some sort of psychic abilities.

Maybe I'm a low-grade mutant of some sort and the explosion just shook me up enough to set them free--

--or maybe I needed a perfect conduit and the *arms* were it.

Because, here's the thing, I can *hear* them.

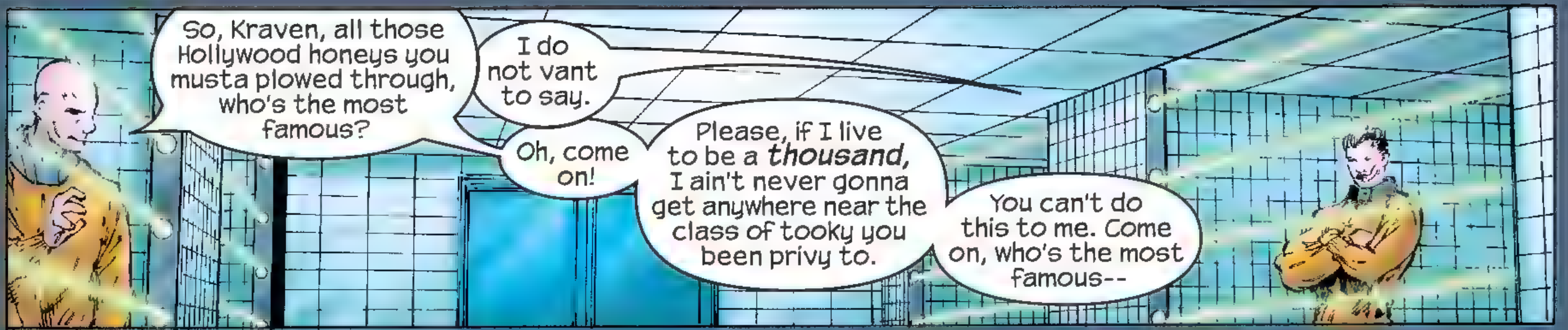


Not *calling* to me or anything crazy like that.

Not *calling* to me.

I know it sounds silly, it's just very hard for someone like me to explain...





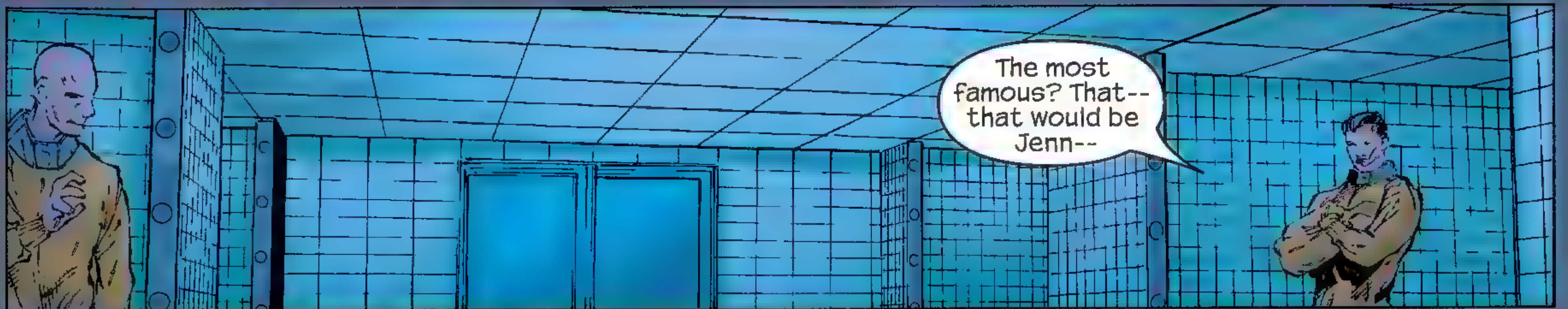
So, Kraven, all those Hollywood honeys you musta plowed through, who's the most famous?

I do not want to say.

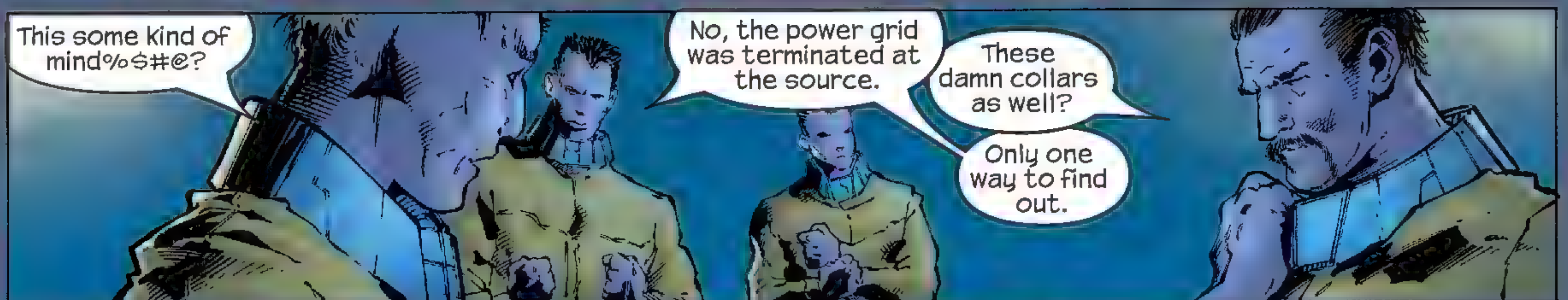
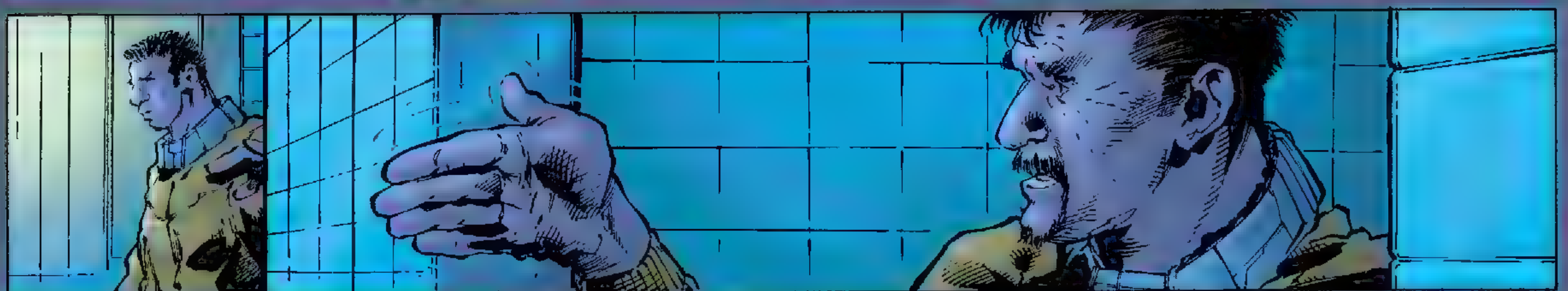
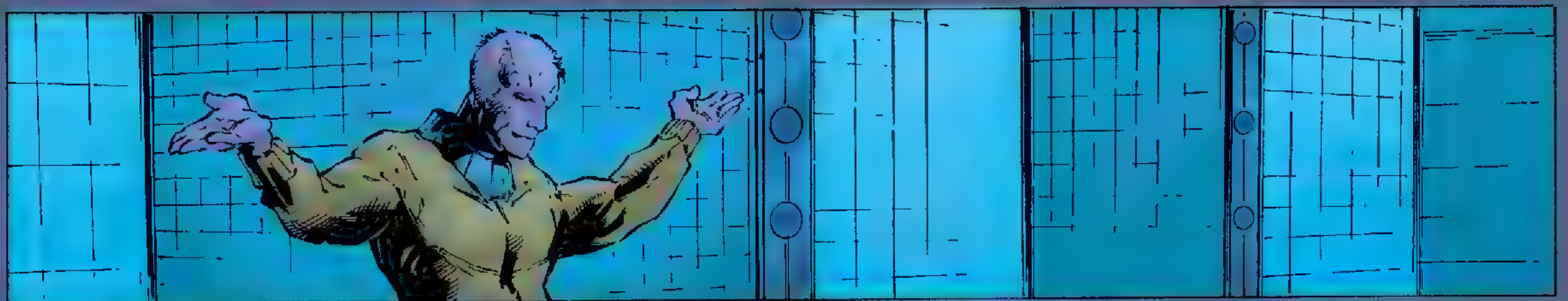
Oh, come on!

Please, if I live to be a *thousand*, I ain't never gonna get anywhere near the class of tooky you been privy to.

You can't do this to me. Come on, who's the most famous--



The most famous? That-- that would be Jenn--

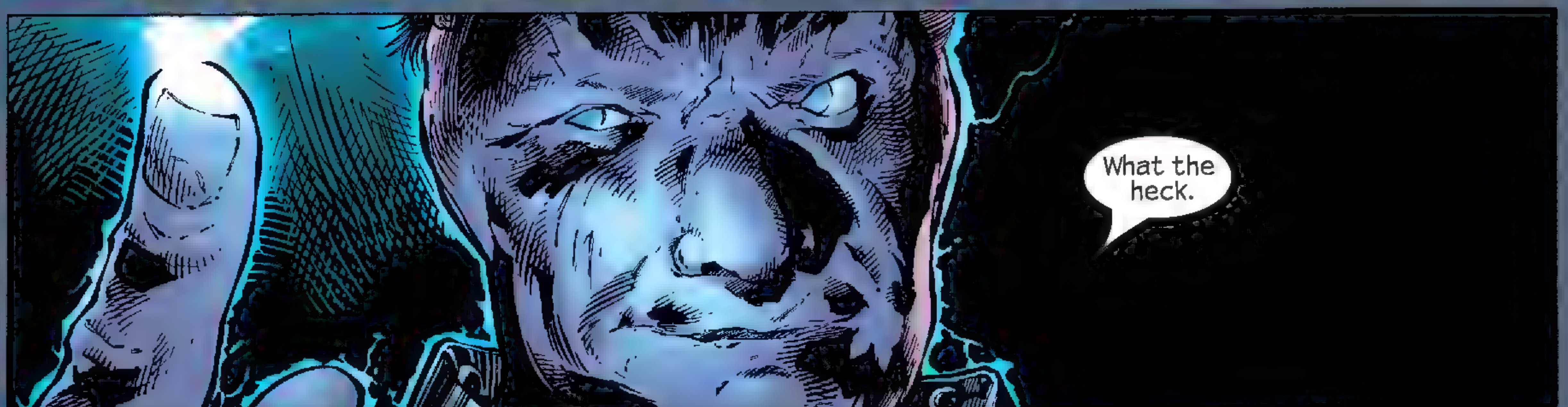


This some kind of mind%\$#@?

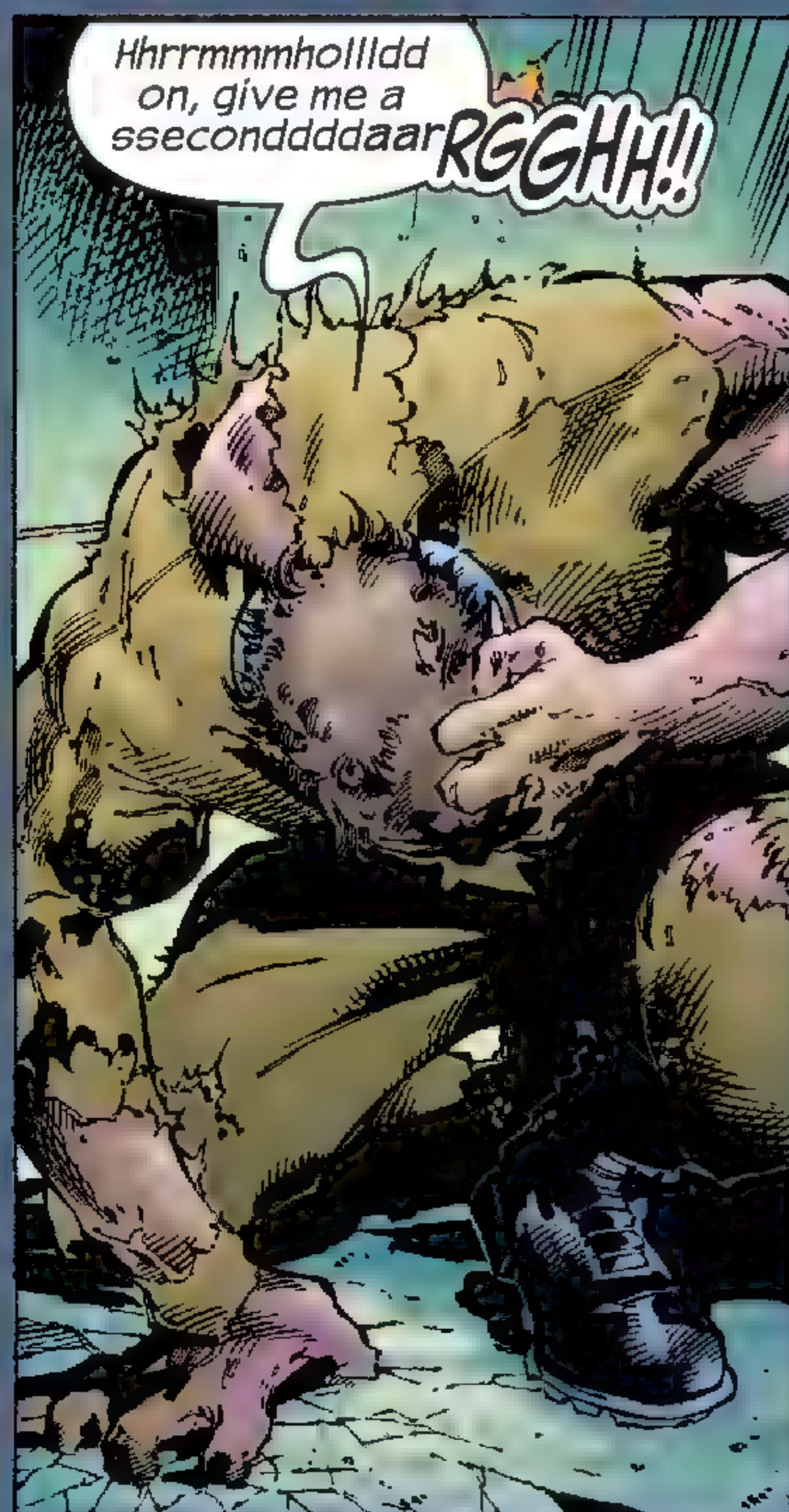
No, the power grid was terminated at the source.

These damn collars as well?

Only one way to find out.



What the heck.





Do
me. Do
mine.



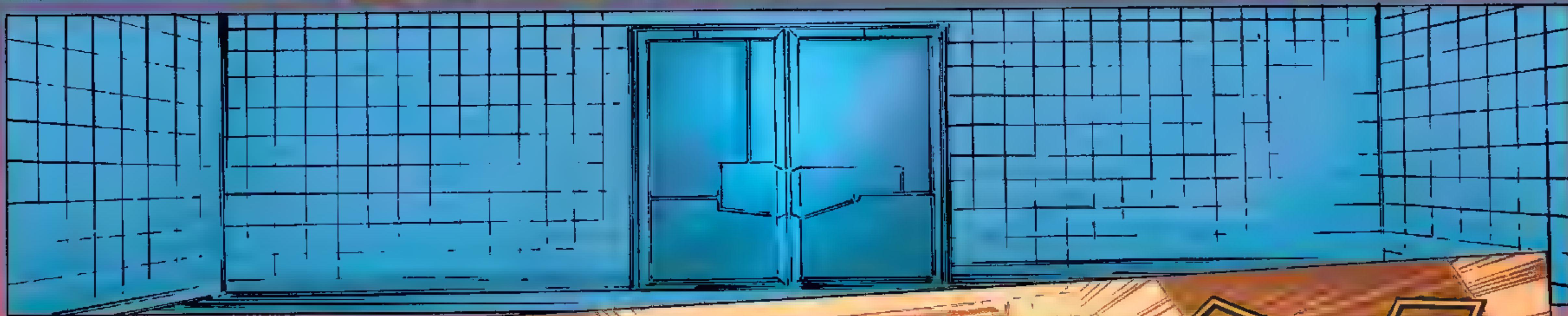
Ah!
Careful!

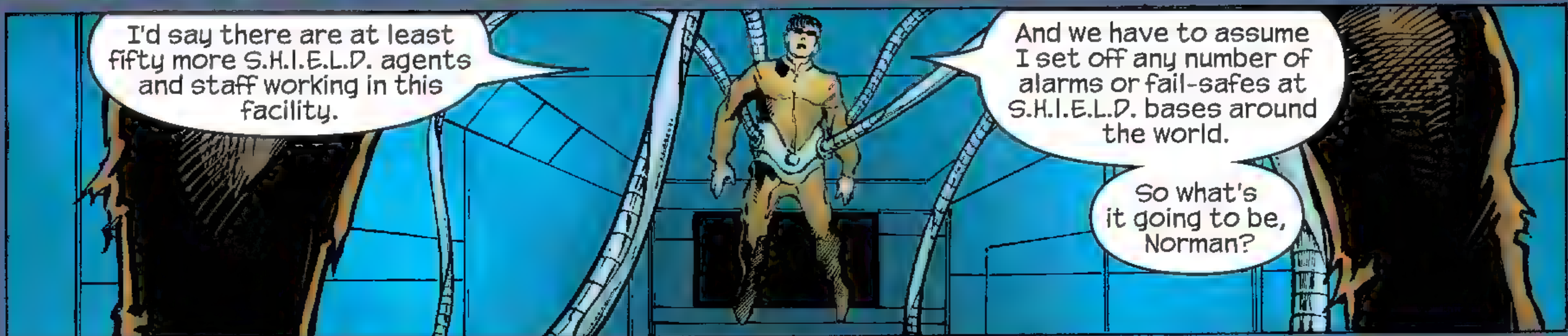


Your turn,
Sandman-
dude.

No! No, don't
do mine yet. My
powers, my sand.

I can't--
I can't always
control it.

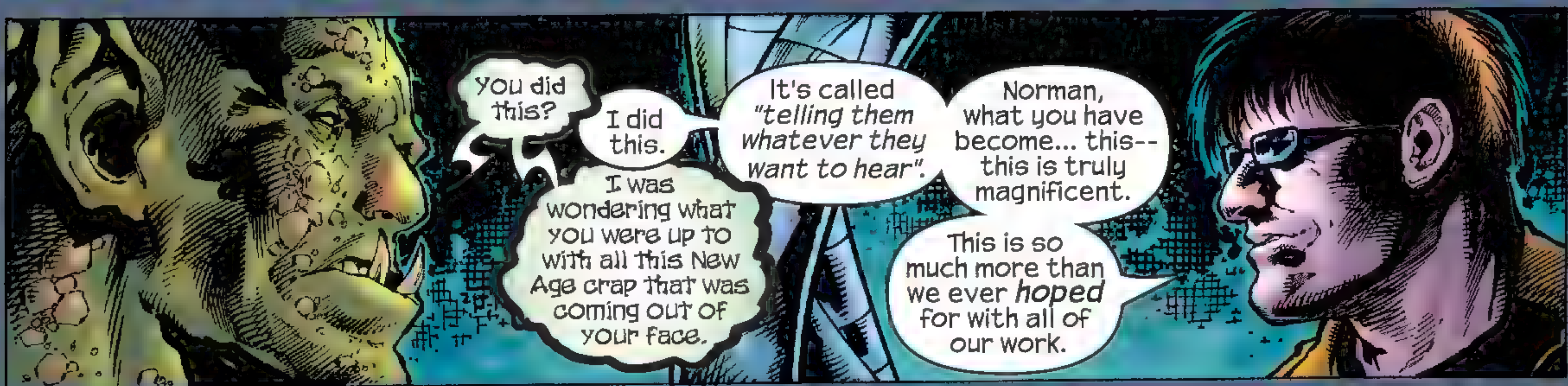




I'd say there are at least fifty more S.H.I.E.L.D. agents and staff working in this facility.

And we have to assume I set off any number of alarms or fail-safes at S.H.I.E.L.D. bases around the world.

So what's it going to be, Norman?



You did this?

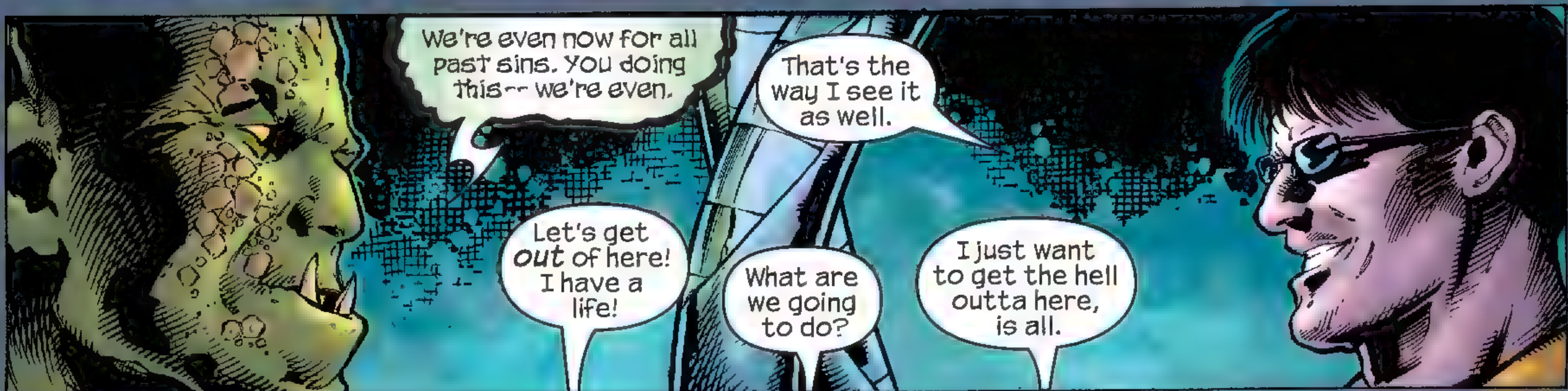
I did this.

I was wondering what you were up to with all this New Age crap that was coming out of your face.

It's called "telling them whatever they want to hear".

Norman, what you have become... this-- this is truly magnificent.

This is so much more than we ever *hoped* for with all of our work.



We're even now for all past sins. You doing this-- we're even.

That's the way I see it as well.

Let's get out of here! I have a life!

What are we going to do?

I just want to get the hell outta here, is all.



You gentlemen can do whatever you want.

I'm going to get my boy and then I am going to destroy Nick Fury for what he has done to us.

And I mean **destroy** him-- on every level.

You're more than welcome to help-- and I guarantee you compensation for your efforts-- along with the satisfaction of revenge upon our jailer.



Your boy? Where is he? Where are they keeping Harry?

What are you talking about?



My boy's name is Peter.

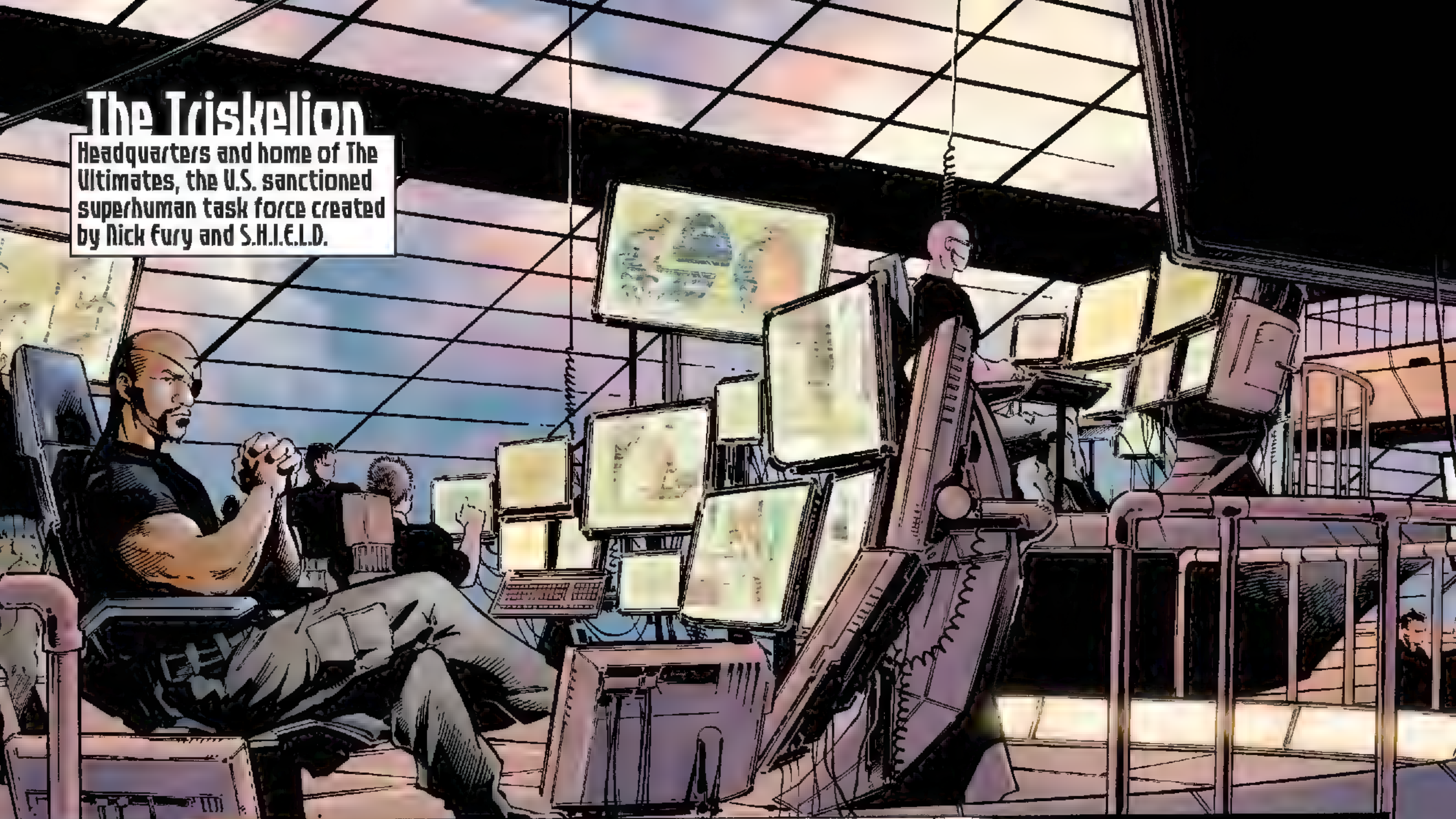
"Peter makes six."





The Triskelion

Headquarters and home of The Ultimates, the U.S. sanctioned superhuman task force created by Nick Fury and S.H.I.E.L.D.





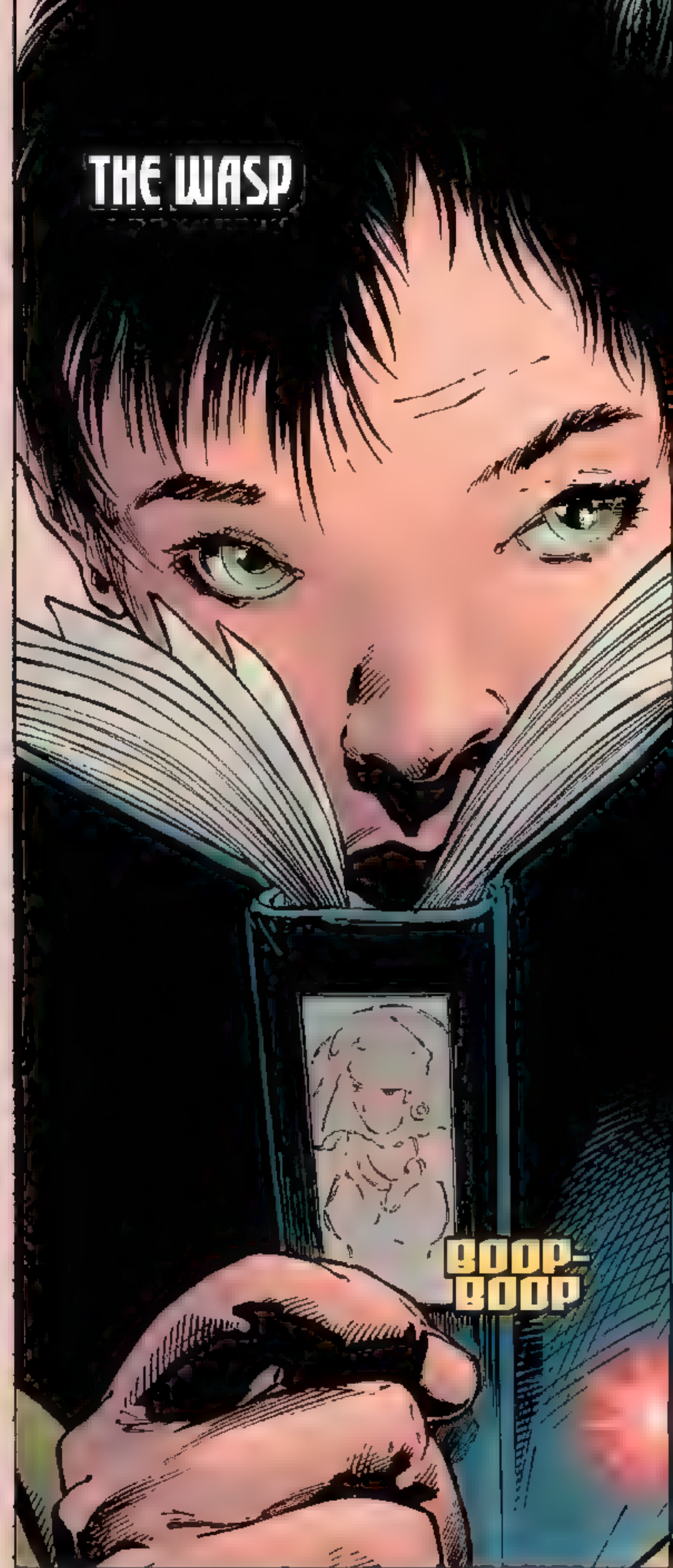
CAPTAIN AMERICA

BOOP-BOOP



IRON MAN

BOOP-BOOP



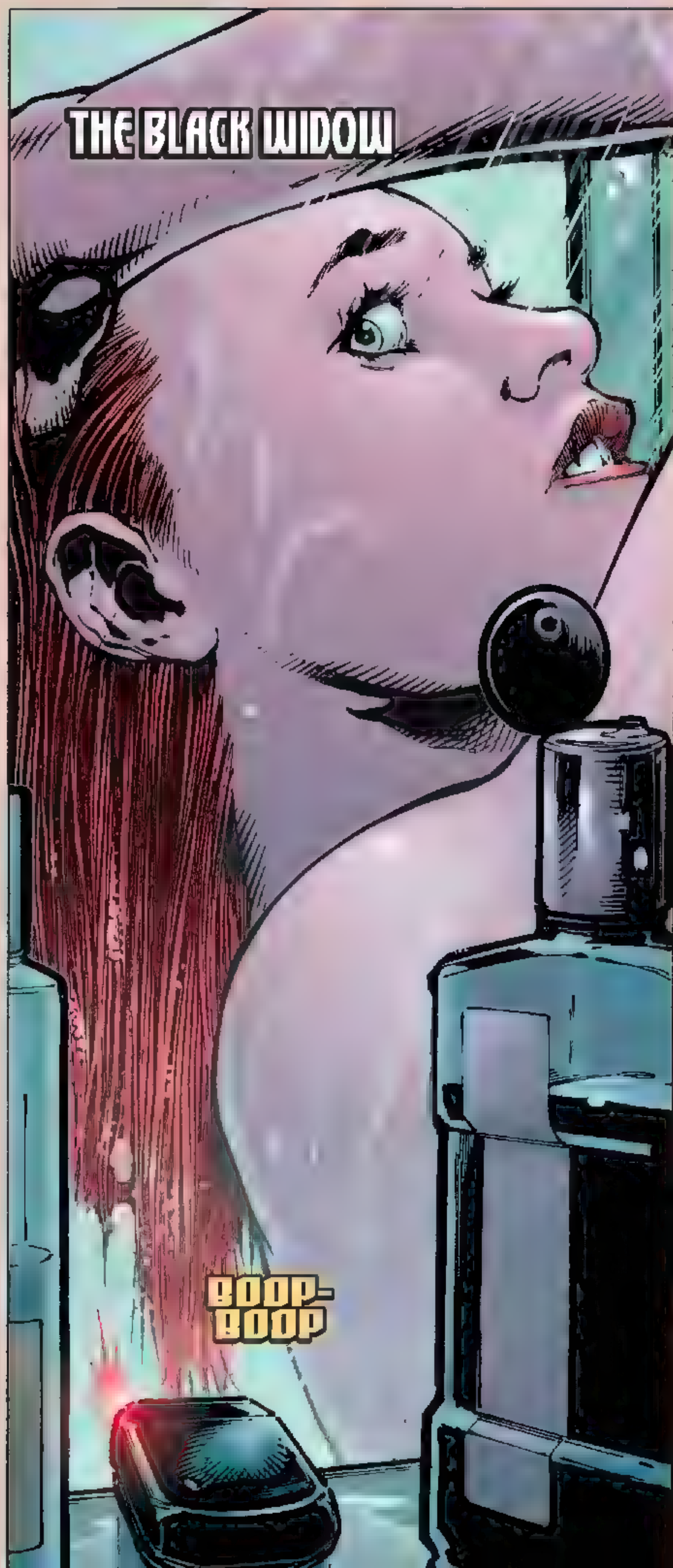
THE WASP

BOOP-BOOP



THOR

BOOP-BOOP

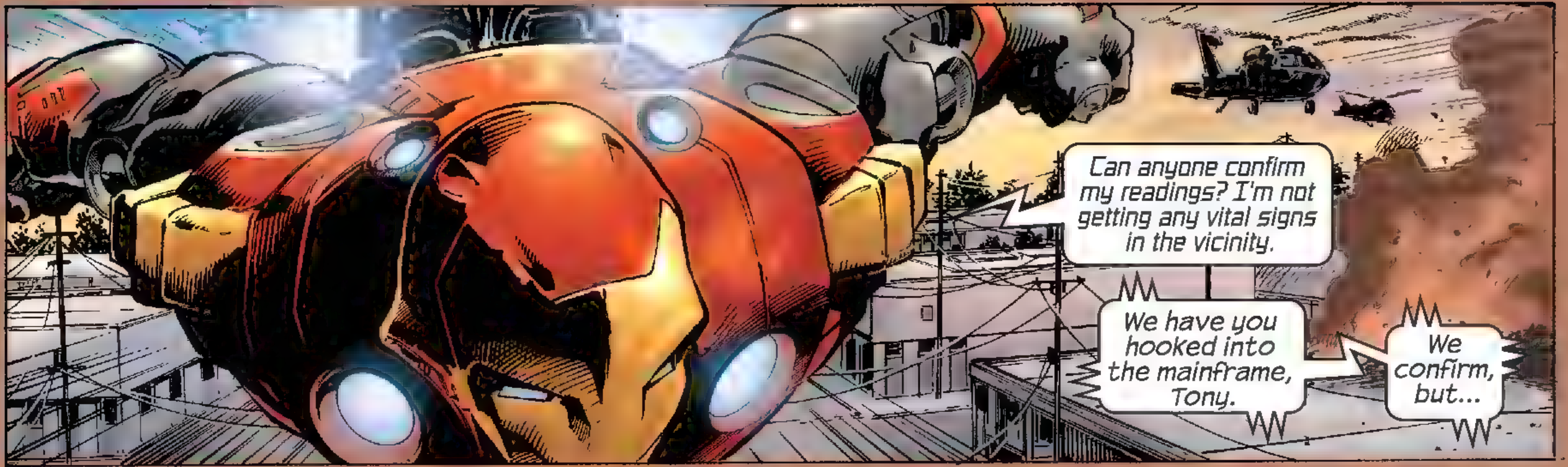


THE BLACK WIDOW

BOOP-BOOP

Hey, Fury,
before we dive
into this thing
head first,
how about a
recap...

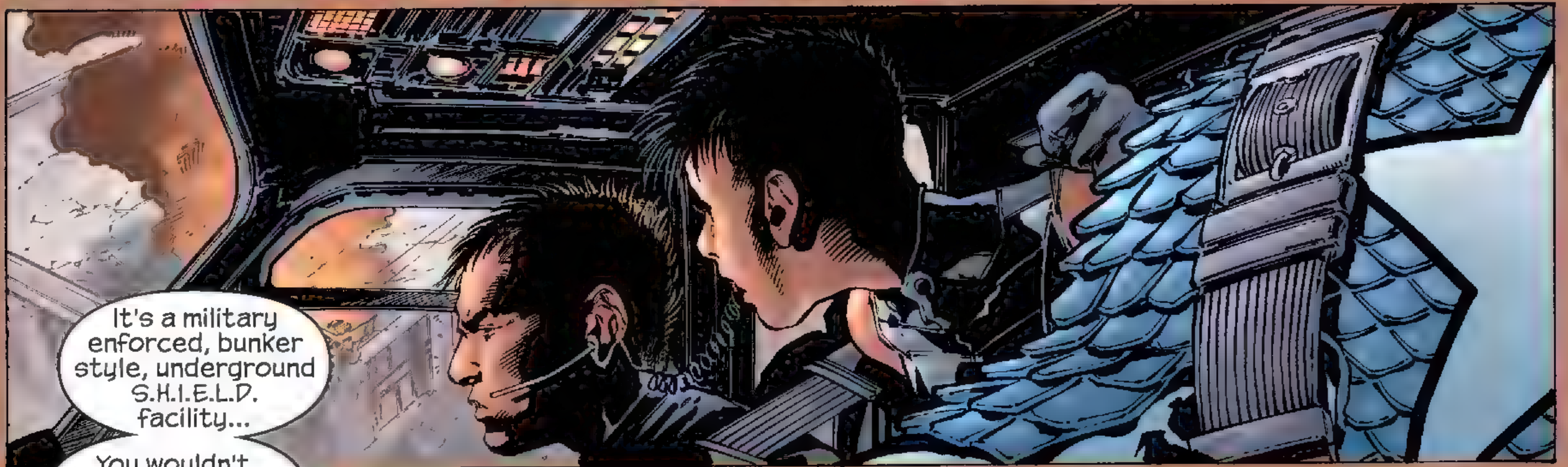




Can anyone confirm my readings? I'm not getting any vital signs in the vicinity.

We have you hooked into the mainframe, Tony.

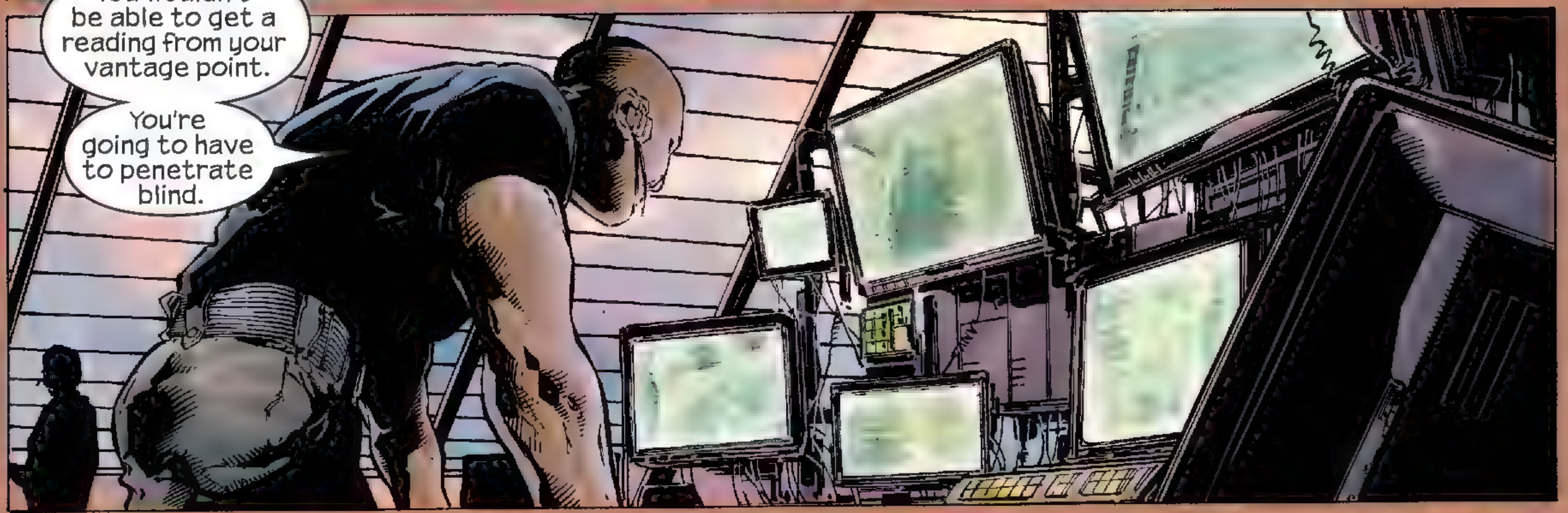
We confirm, but...



It's a military enforced, bunker style, underground S.H.I.E.L.D. facility...

You wouldn't be able to get a reading from your vantage point.

You're going to have to penetrate blind.



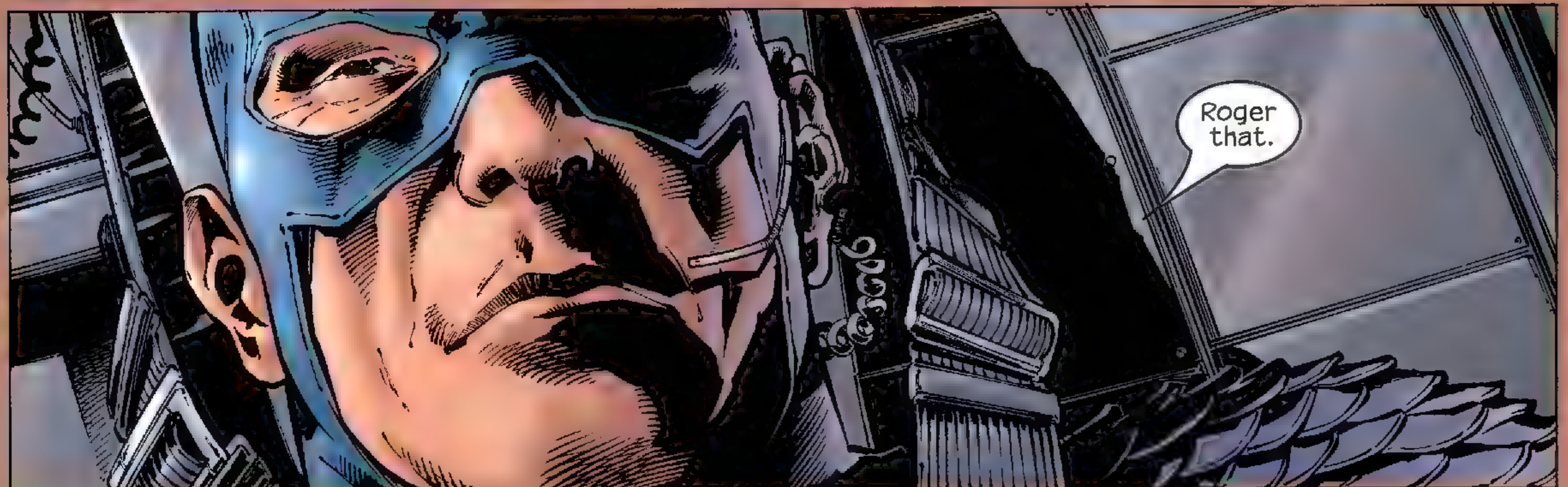
We're patching in the floor plan to your secure server, Mr. Stark.

Cap?

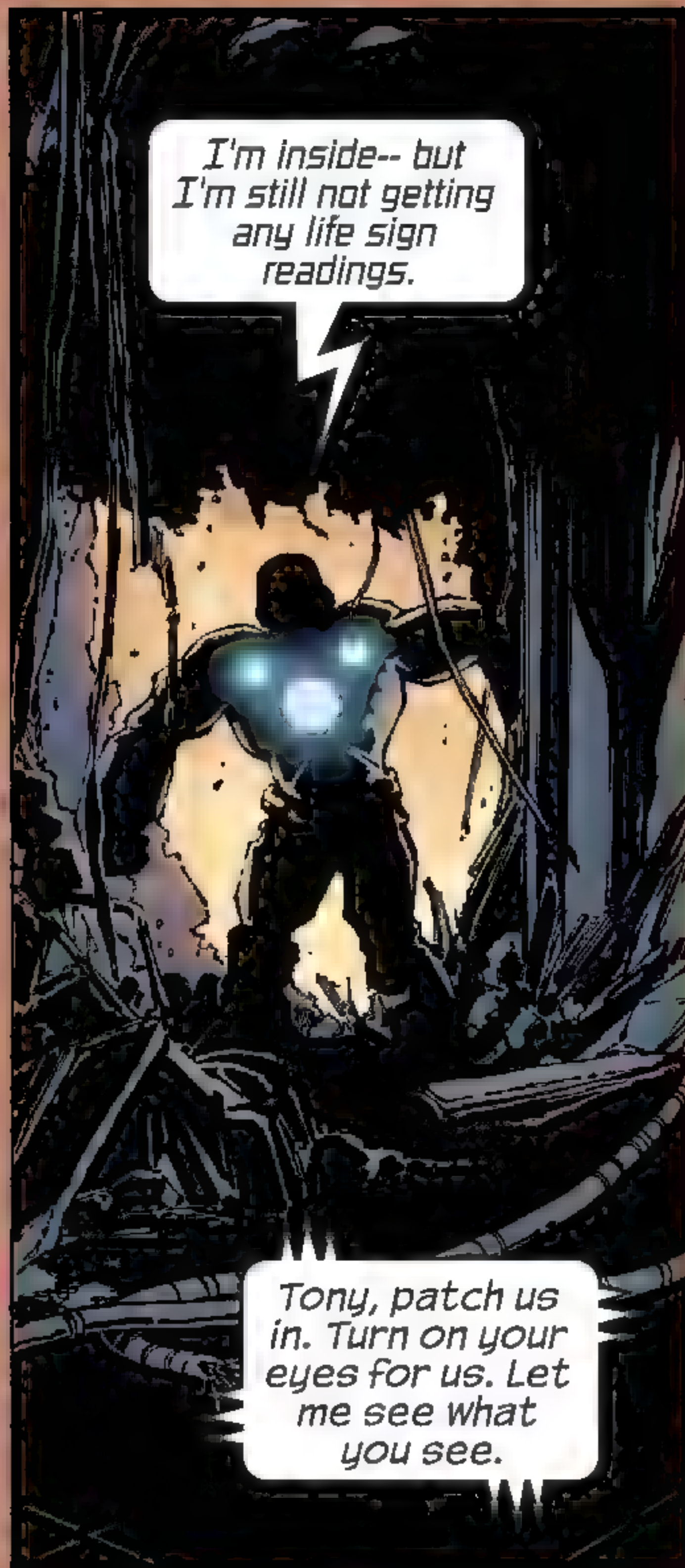
Right behind you, Tony.

Stay online.

I say-- everyone stays airborne until I get the lay of the land. Cap?



Roger that.



I'm inside-- but I'm still not getting any life sign readings.

Tony, patch us in. Turn on your eyes for us. Let me see what you see.



I'm going infra-red as well.

Careful. The suspects very well could still be in there.

And we probably have a hostage situation on our hands.



My name is Tony Stark and you are all under--!!



They're gone.

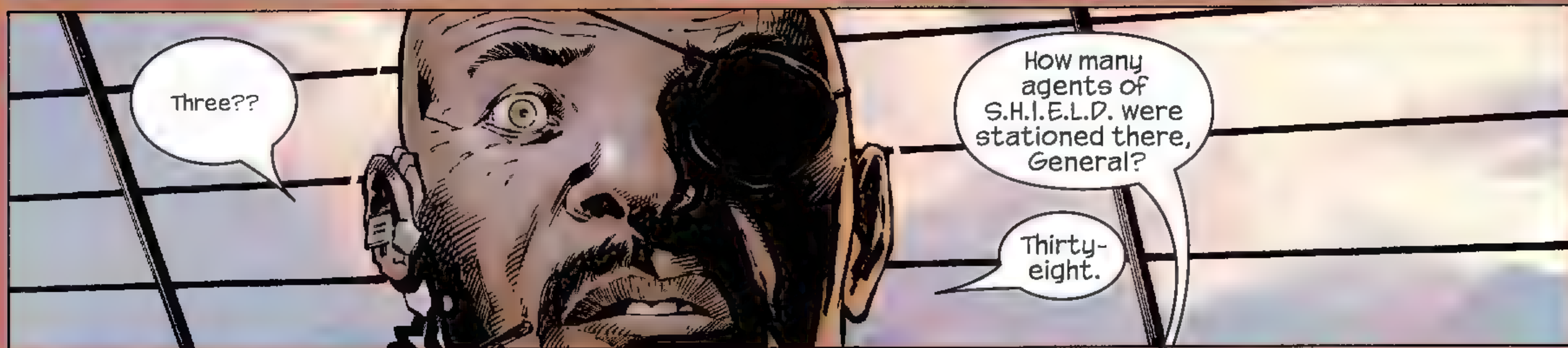
You reading this, General?

I have the five containment collars.



Uh-- wait-- I'm getting readings.

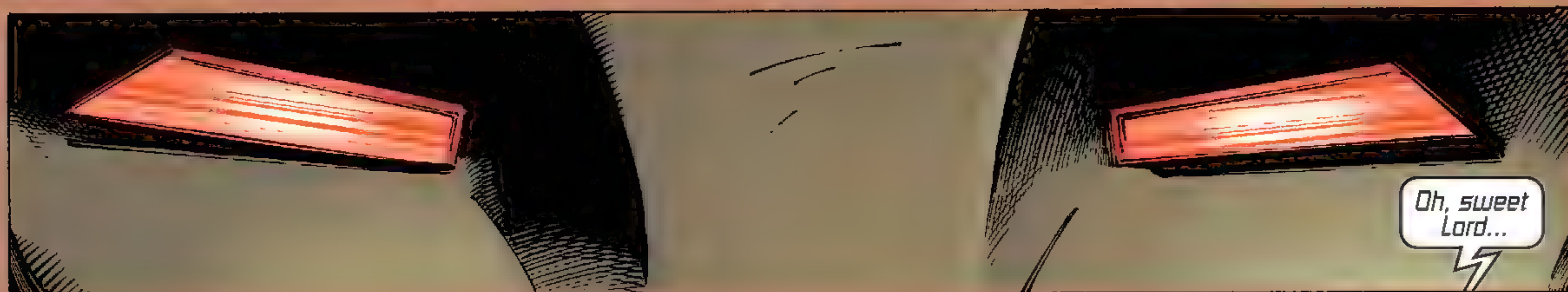
Three life signs in the eastern wing-- I'm on my way.



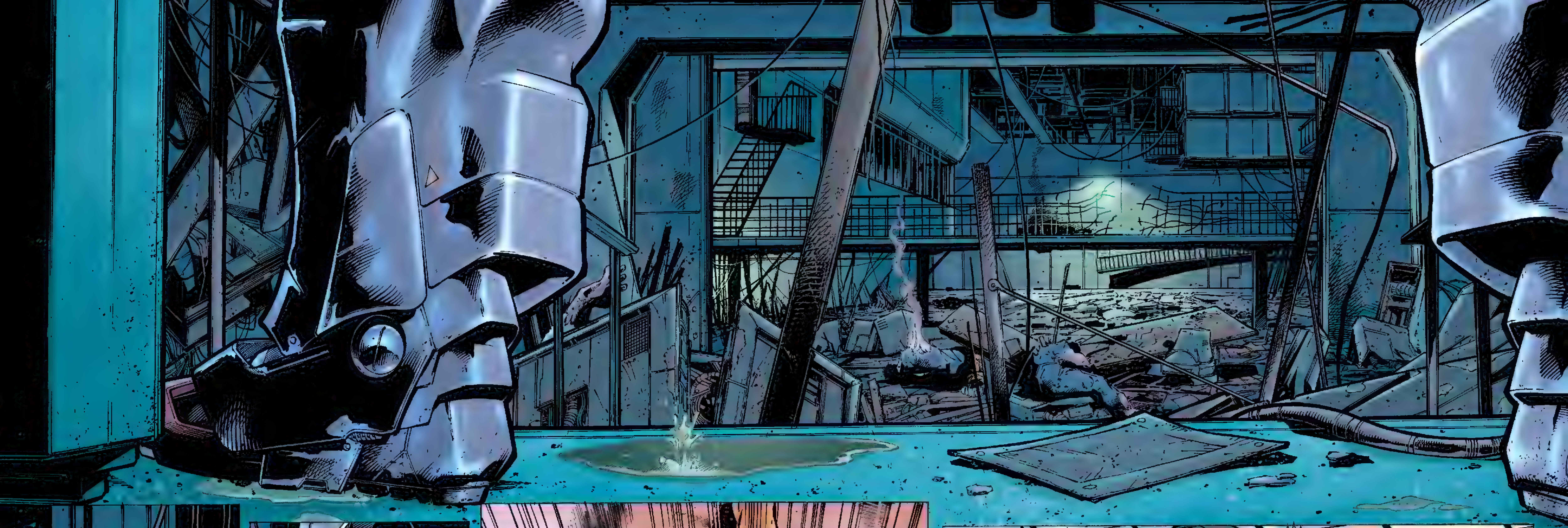
Three??

How many agents of S.H.I.E.L.D. were stationed there, General?

Thirty-eight.



Oh, sweet Lord...



This is--
this is--

File your
report, Tony.

We aren't
getting a
clear view.



Are-- are
you getting
this?

Is
that--?

It's, oh
man, Hank
Pym.

He's alive,
barely. Oh,
God--



Janet!!
Janet!!

Tony, Janet is
headed right
towards you!

Roger
that, Cap.

I'm getting clear
readings now. I have
Pym and two seriously
wounded agents. But--

But no one
else is here.

They're gone. Unless
they killed themselves
and I can't see them
yet. They're gone. They
escaped.

General?

Oh, God, this
is a nightmare.

Permission to
land and tend
to the damage,
General.



General?

Permission
granted.

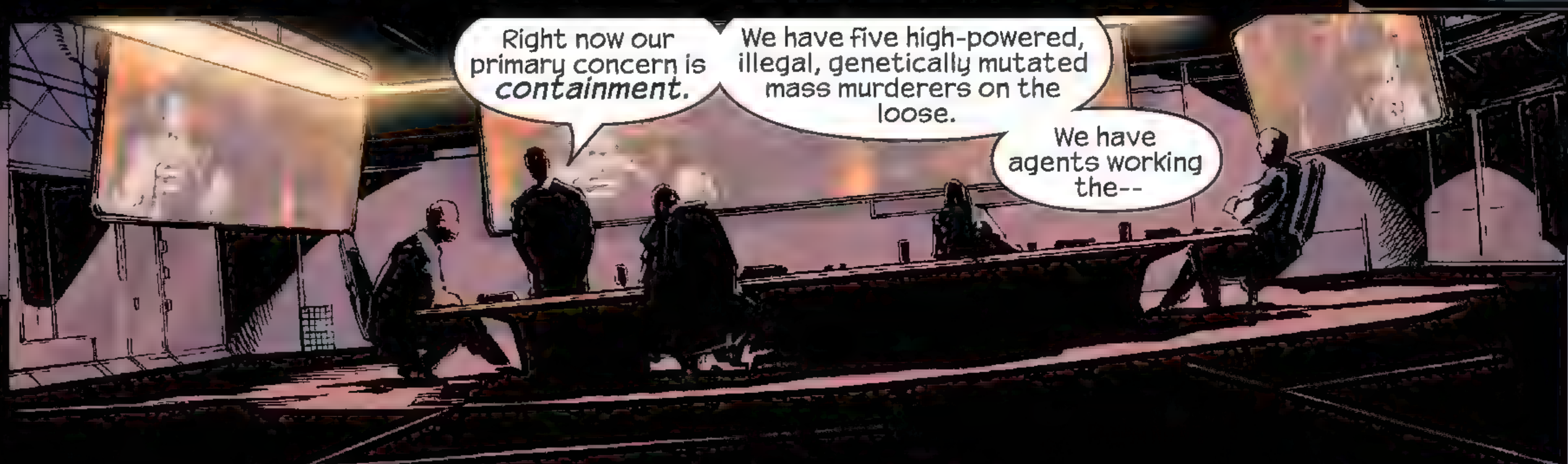
What did this,
General?



That's Norman Osborn?

Yes. I know Norman Osborn. That's Norman Osborn?

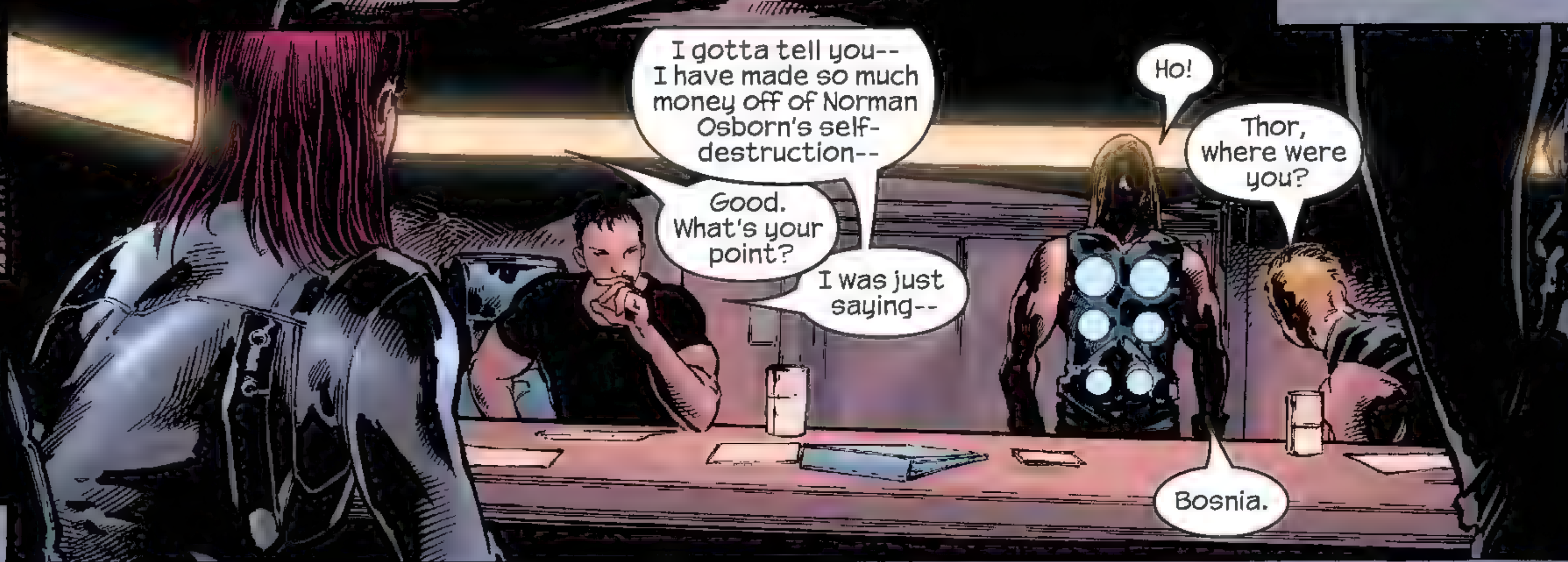
Yes. Well, he looks like #&%@.



Right now our primary concern is **containment**.

We have five high-powered, illegal, genetically mutated mass murderers on the loose.

We have agents working the--



I gotta tell you-- I have made so much money off of Norman Osborn's self-destruction--

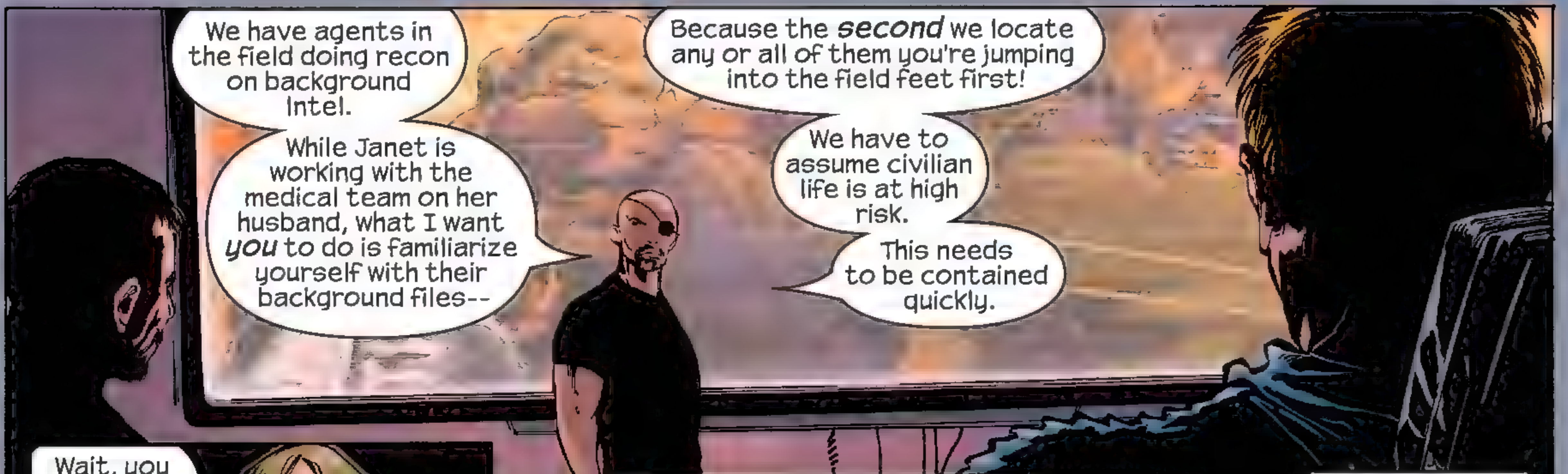
Good. What's your point?

I was just saying--

Ho!

Thor, where were you?

Bosnia.



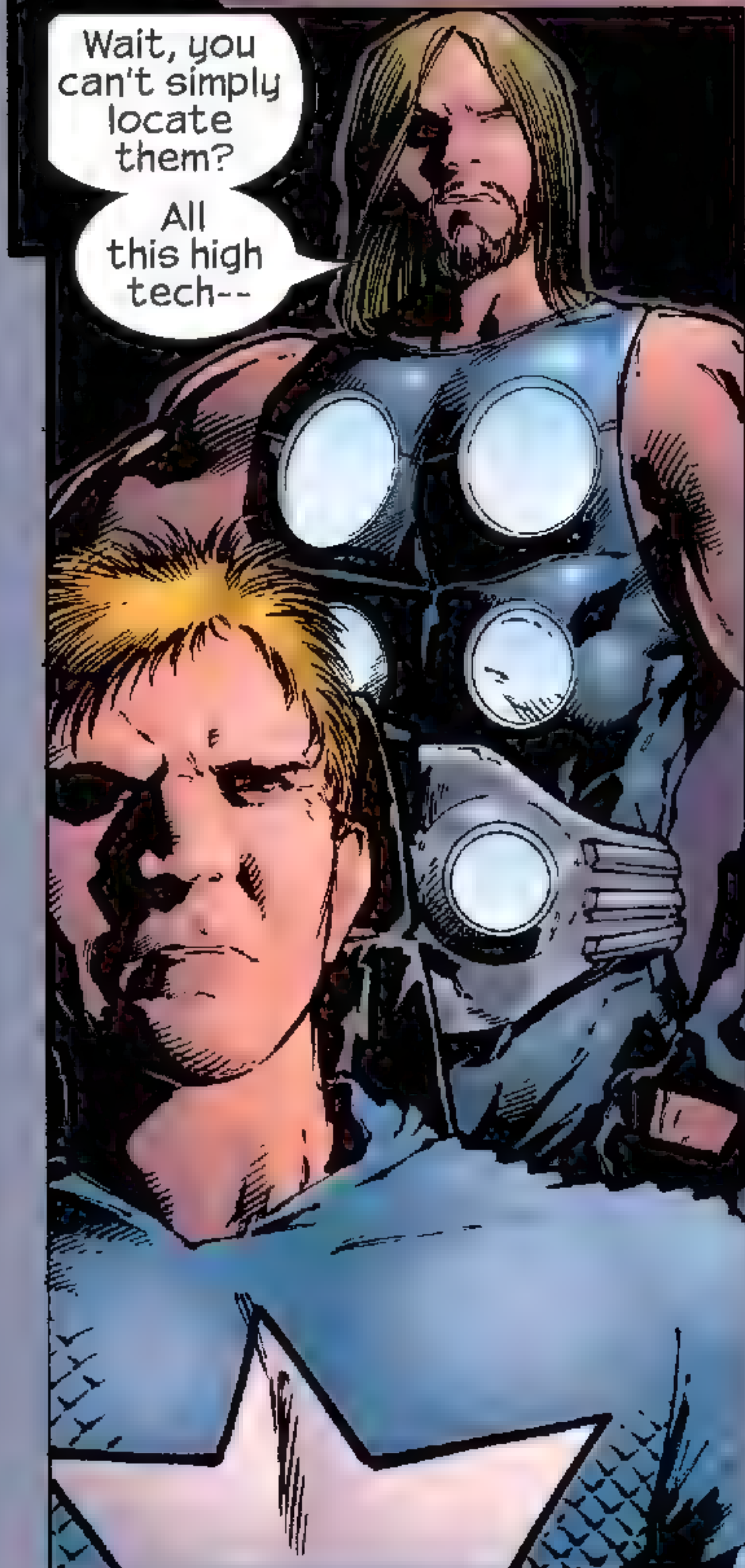
We have agents in the field doing recon on background Intel.

While Janet is working with the medical team on her husband, what I want *you* to do is familiarize yourself with their background files--

Because the *second* we locate any or all of them you're jumping into the field feet first!

We have to assume civilian life is at high risk.

This needs to be contained quickly.



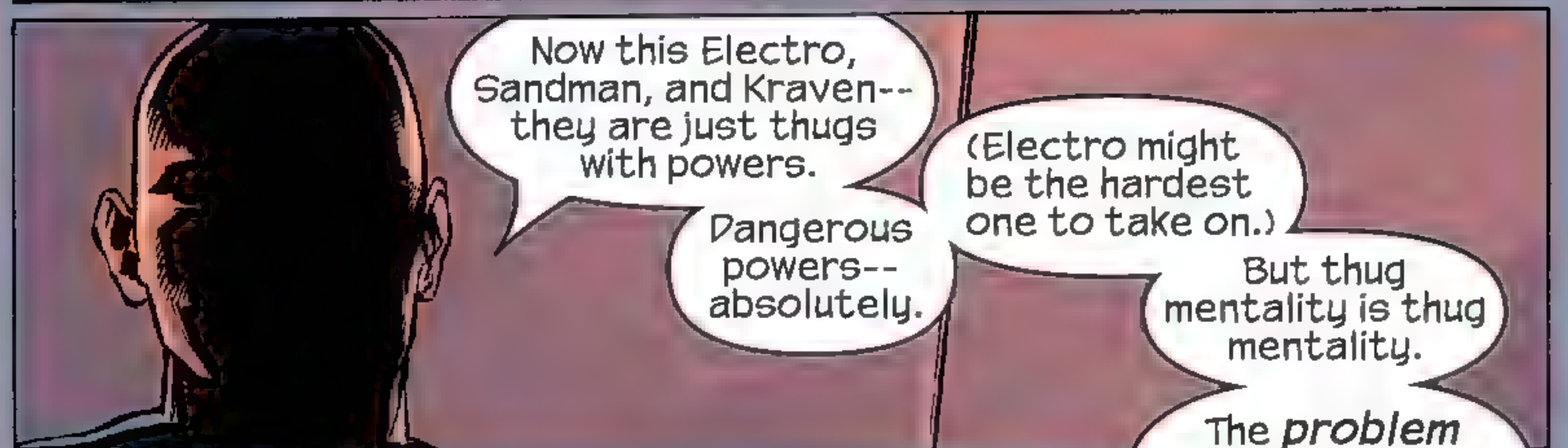
Wait, you can't simply locate them?

All this high tech--



If-- if and *when* they engage their genetic powers we will be able to locate them. We have the satellite programmed for *just* that.

The problem there is that if they *do* power up, chances are that someone, a civilian, is already getting hurt.



Now this Electro, Sandman, and Kraven-- they are just thugs with powers.

Dangerous powers-- absolutely.

(Electro might be the hardest one to take on.)

But thug mentality is thug mentality.

The *problem* is Norman Osborn and this Otto Octavius.



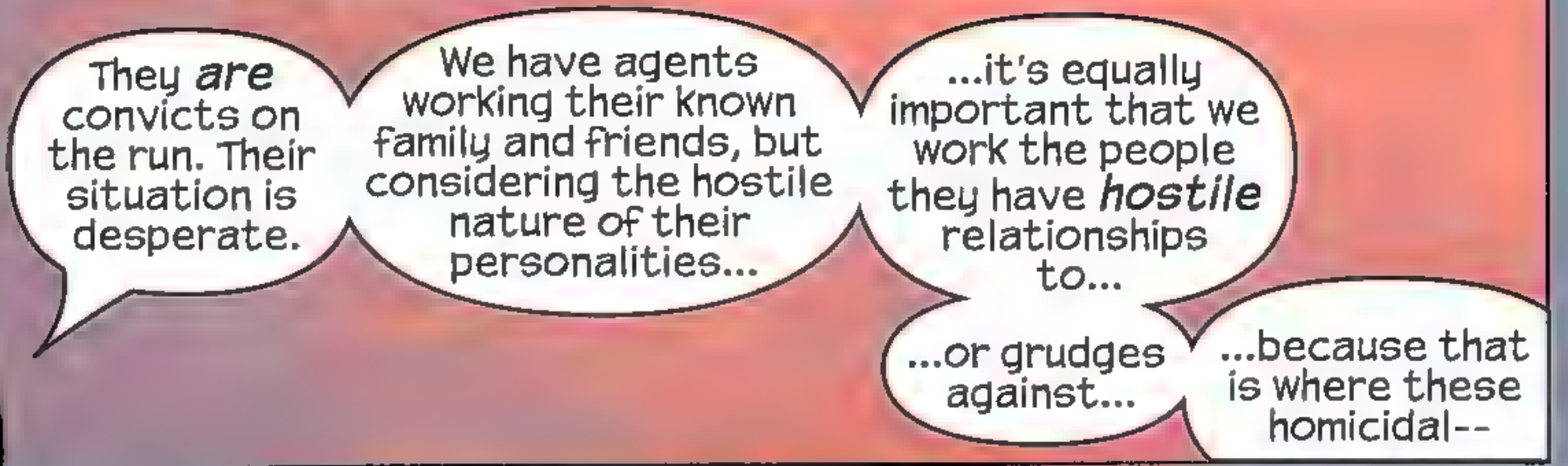
And we can't locate them unless they power up.



Captain, if we had that kind of technology-- to locate anyone anywhere--



Your butt wouldn't have sat in a block of ice for fifty years.



They *are* convicts on the run. Their situation is desperate.

We have agents working their known family and friends, but considering the hostile nature of their personalities...

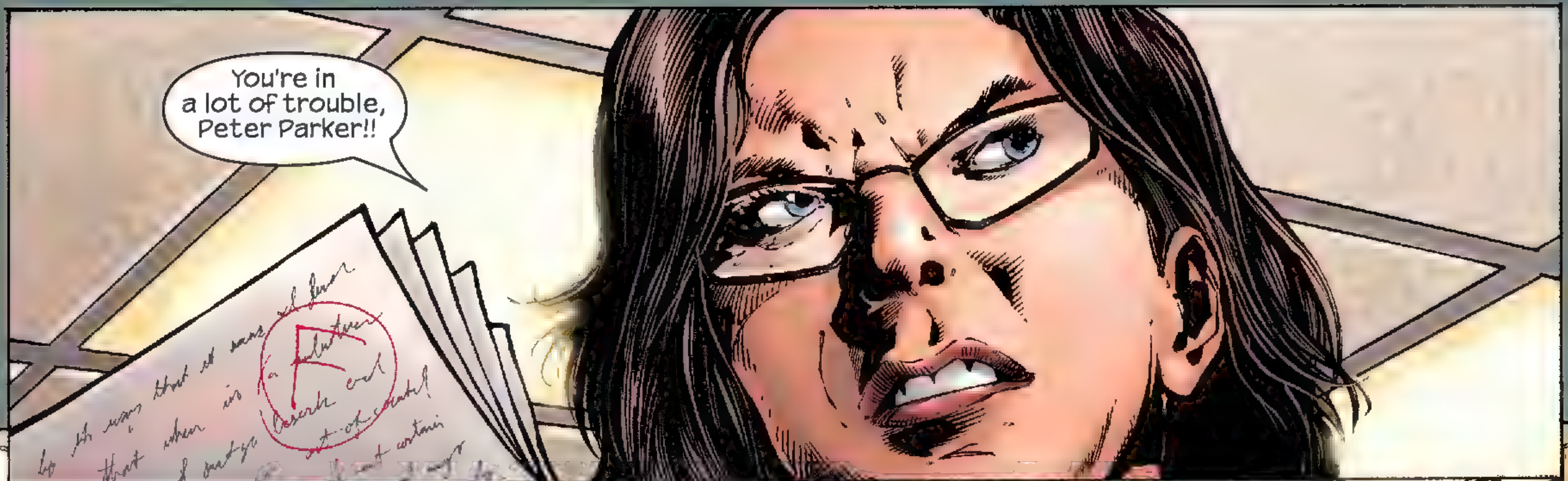
...it's equally important that we work the people they have *hostile* relationships to...

...or grudges against...

...because that is where these homicidal--



Parker.



You're in a lot of trouble, Peter Parker!!

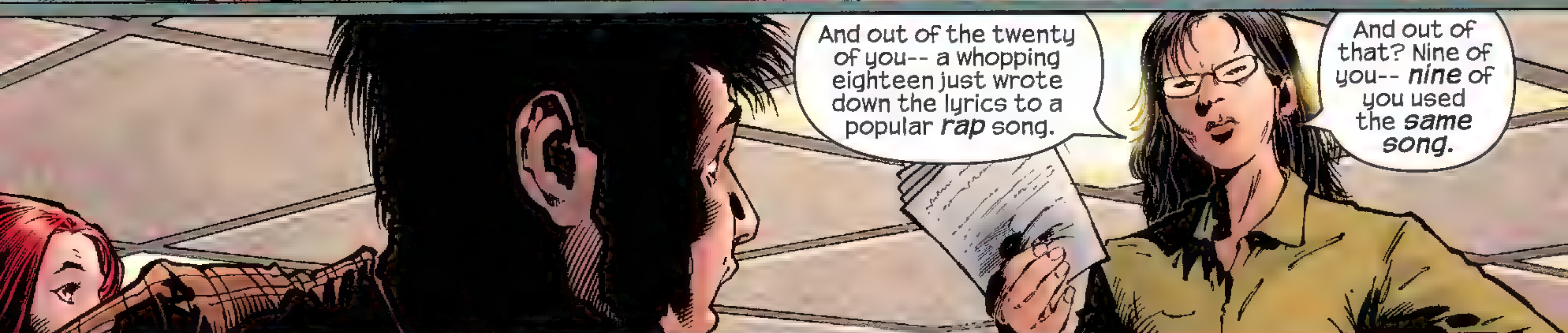
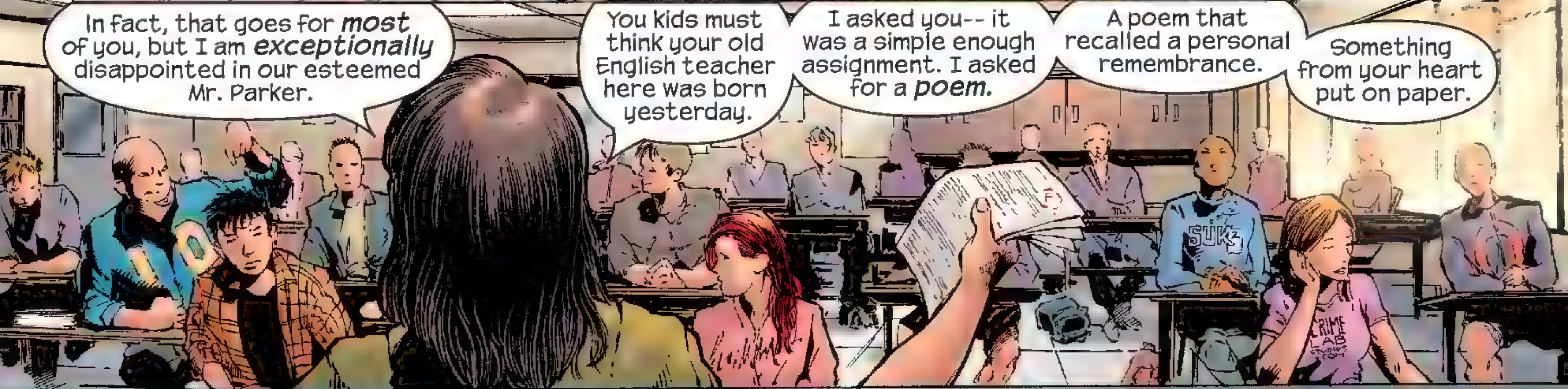
In fact, that goes for *most* of you, but I am *exceptionally* disappointed in our esteemed Mr. Parker.

You kids must think your old English teacher here was born yesterday.

I asked you-- it was a simple enough assignment. I asked for a *poem*.

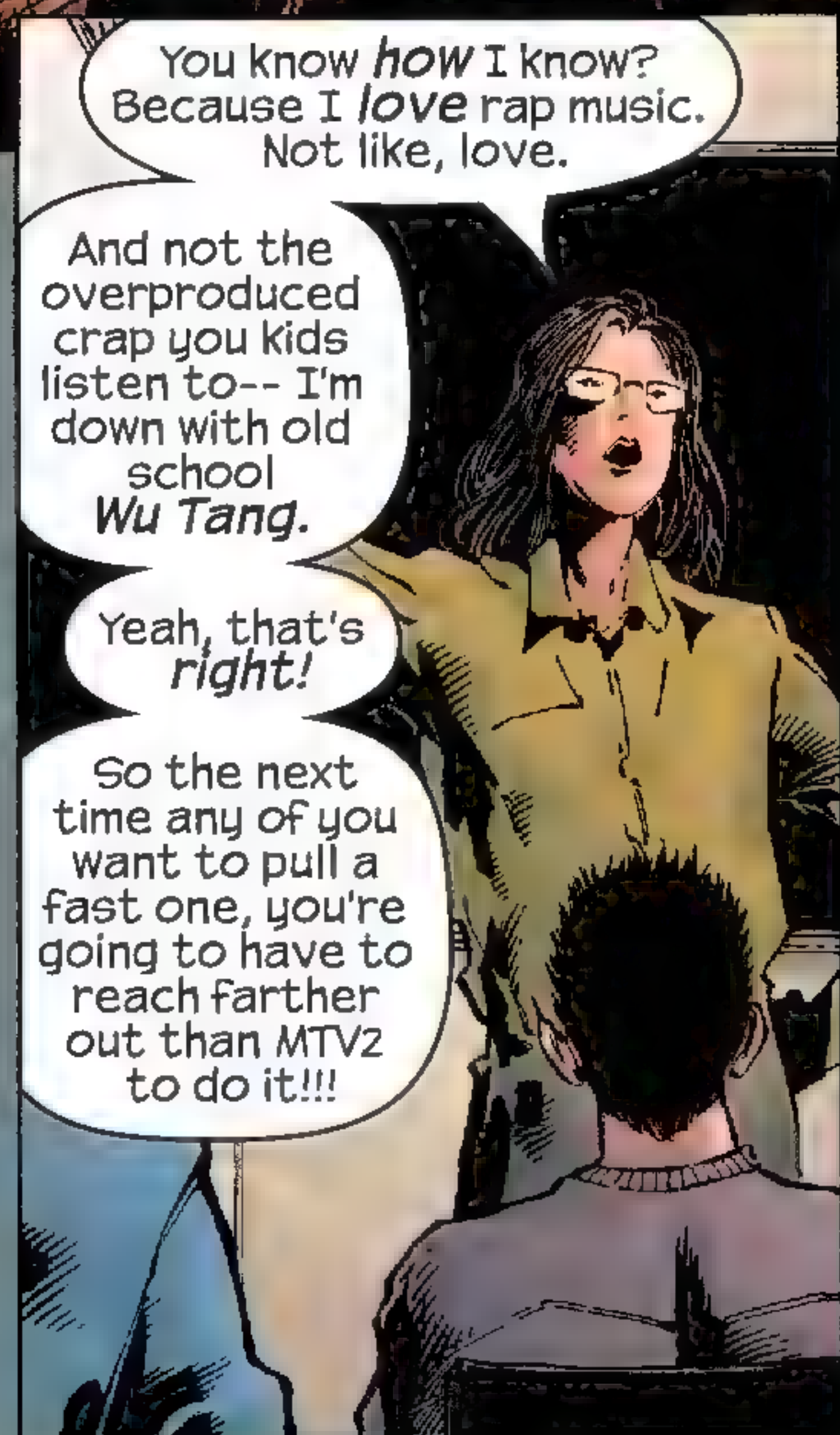
A poem that recalled a personal remembrance.

Something from your heart put on paper.



And out of the twenty of you-- a whopping eighteen just wrote down the lyrics to a popular *rap* song.

And out of that? Nine of you-- *nine* of you used the *same* song.

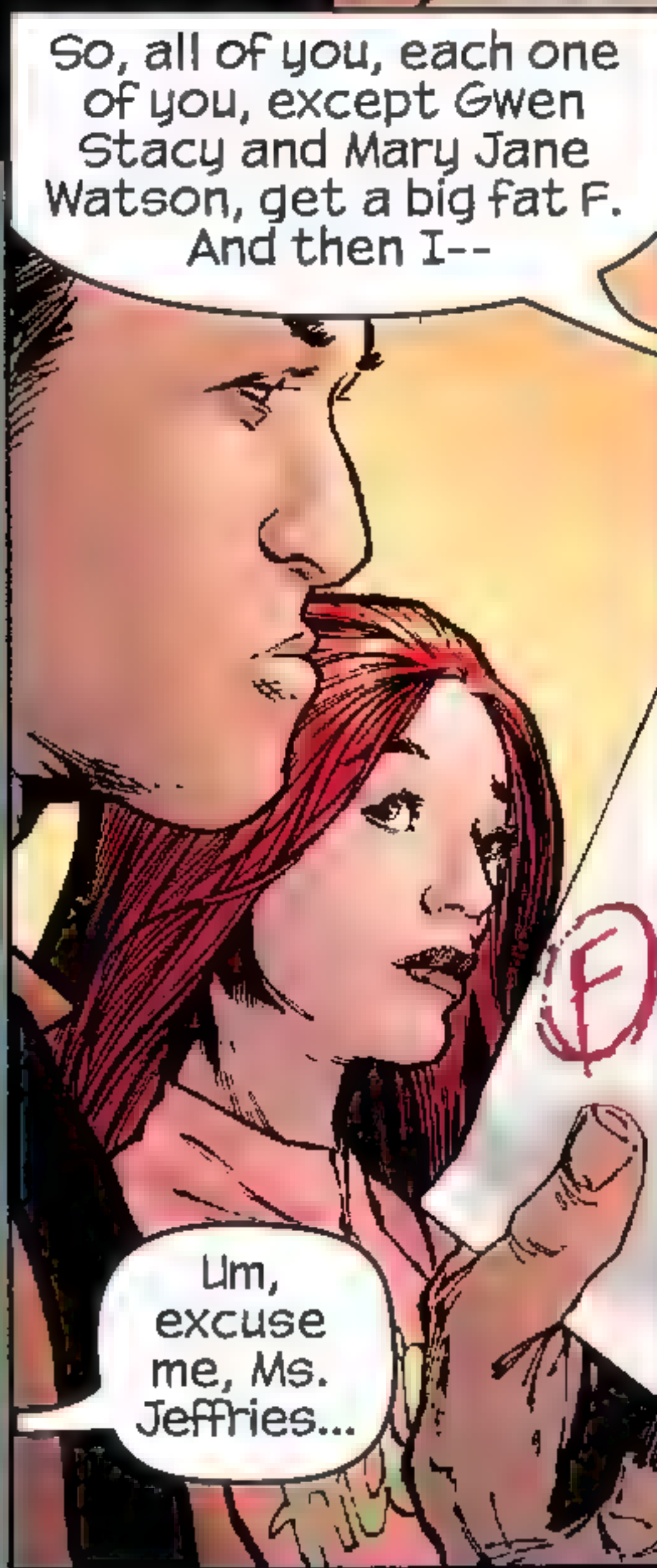


You know *how* I know? Because I *love* rap music. Not like, love.

And not the overproduced crap you kids listen to-- I'm down with old school *Wu Tang*.

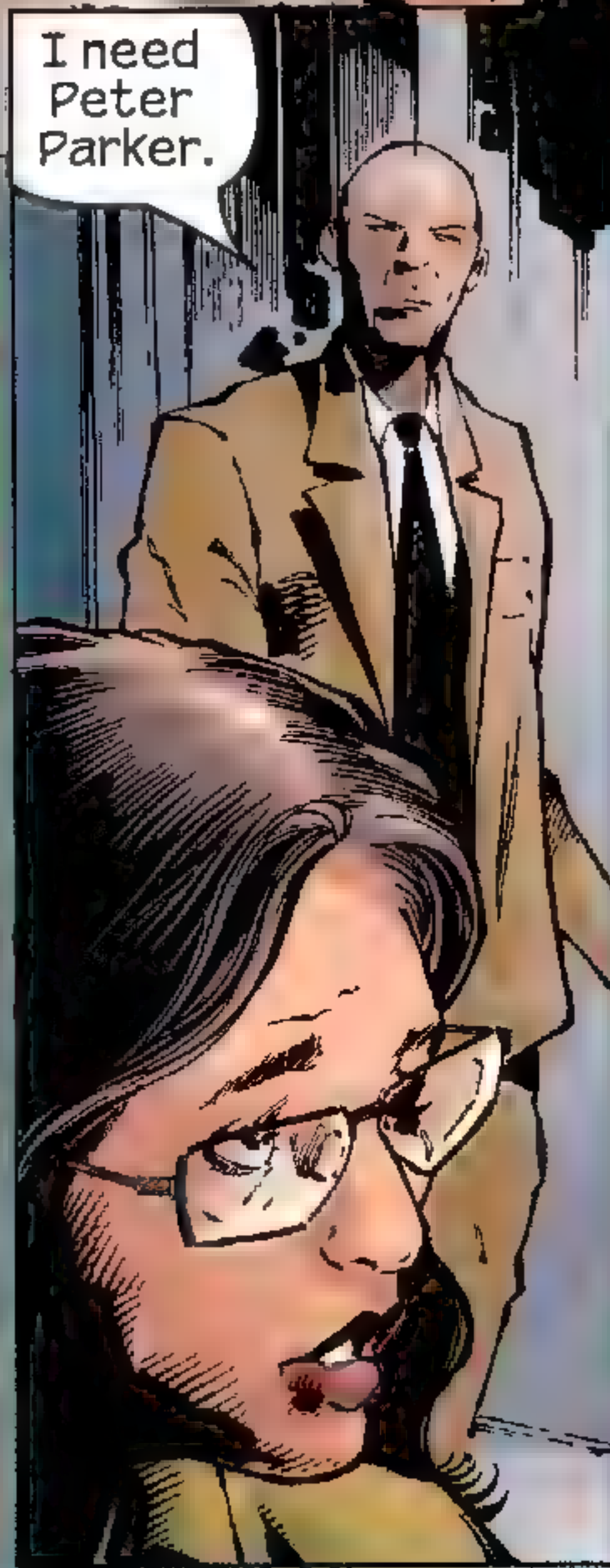
Yeah, that's *right*!

So the next time any of you want to pull a fast one, you're going to have to reach farther out than MTV2 to do it!!!

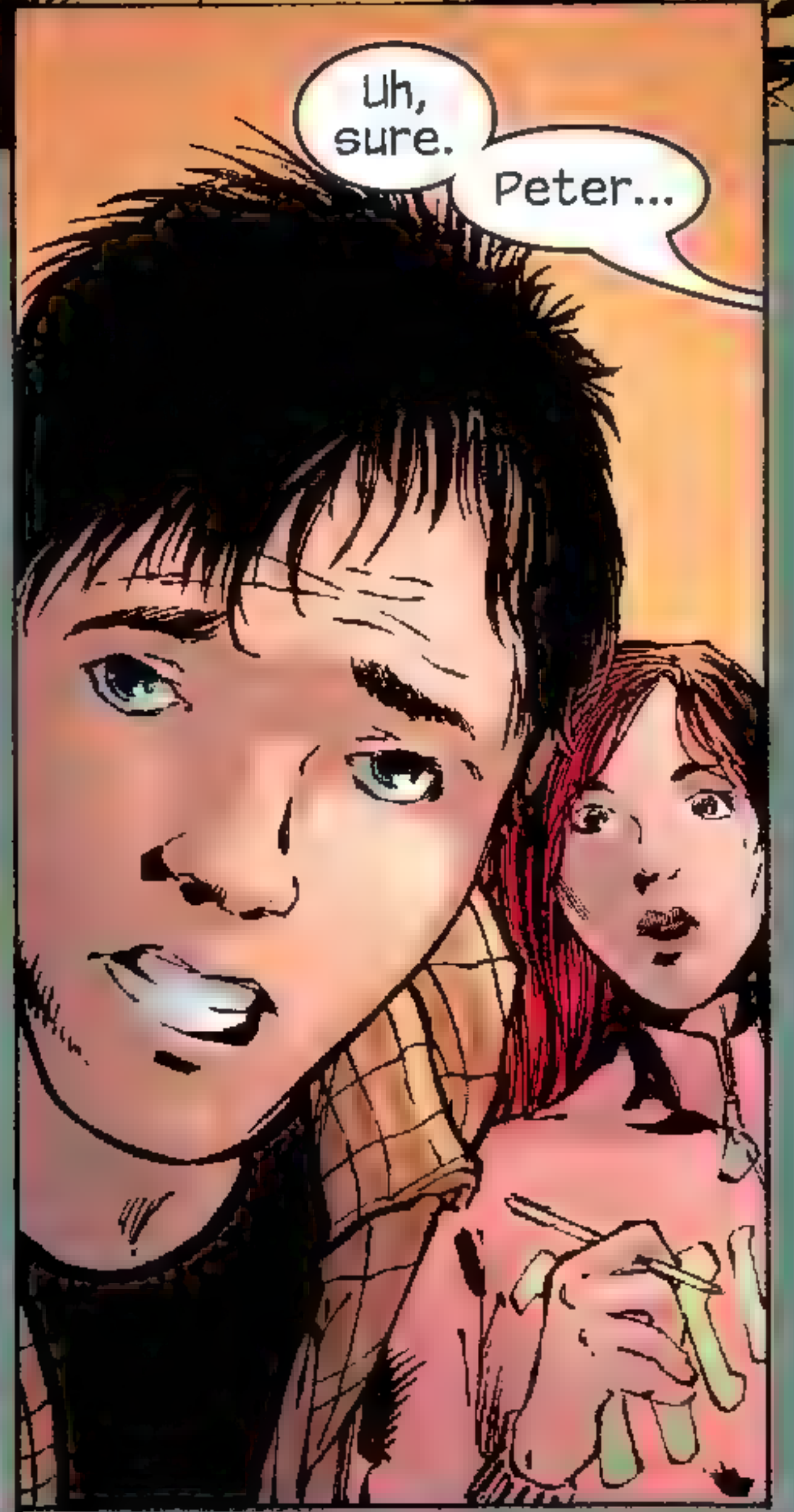


So, all of you, each one of you, except Gwen Stacy and Mary Jane Watson, get a big fat F. And then I--

Um, excuse me, Ms. Jeffries...



I need Peter Parker.



Uh, sure. Peter...



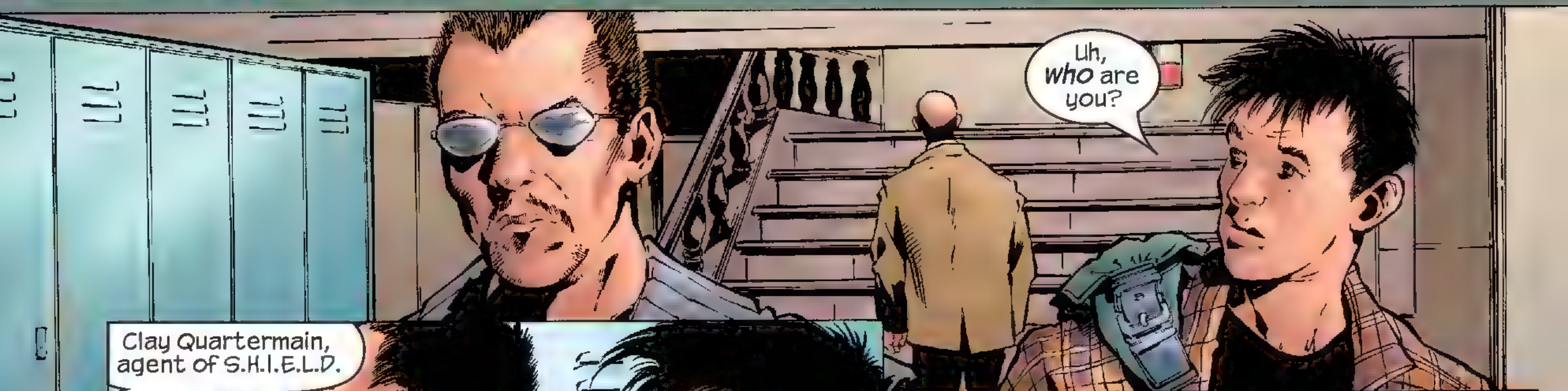
Get your stuff.



Good luck, Peter.

Thank you, Principal.

Peter, I'm Clay Quartermain. Will you come with me, please?



Uh, who are you?

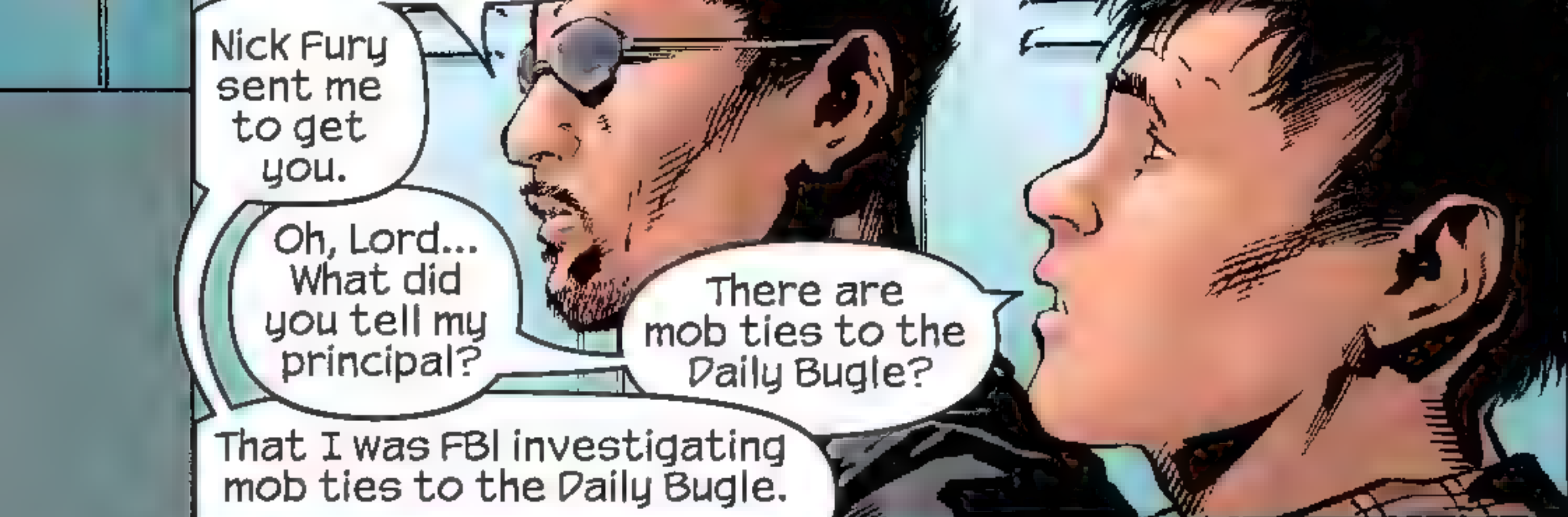
Clay Quartermain, agent of S.H.I.E.L.D.

Nick Fury sent me to get you.

Oh, Lord... What did you tell my principal?

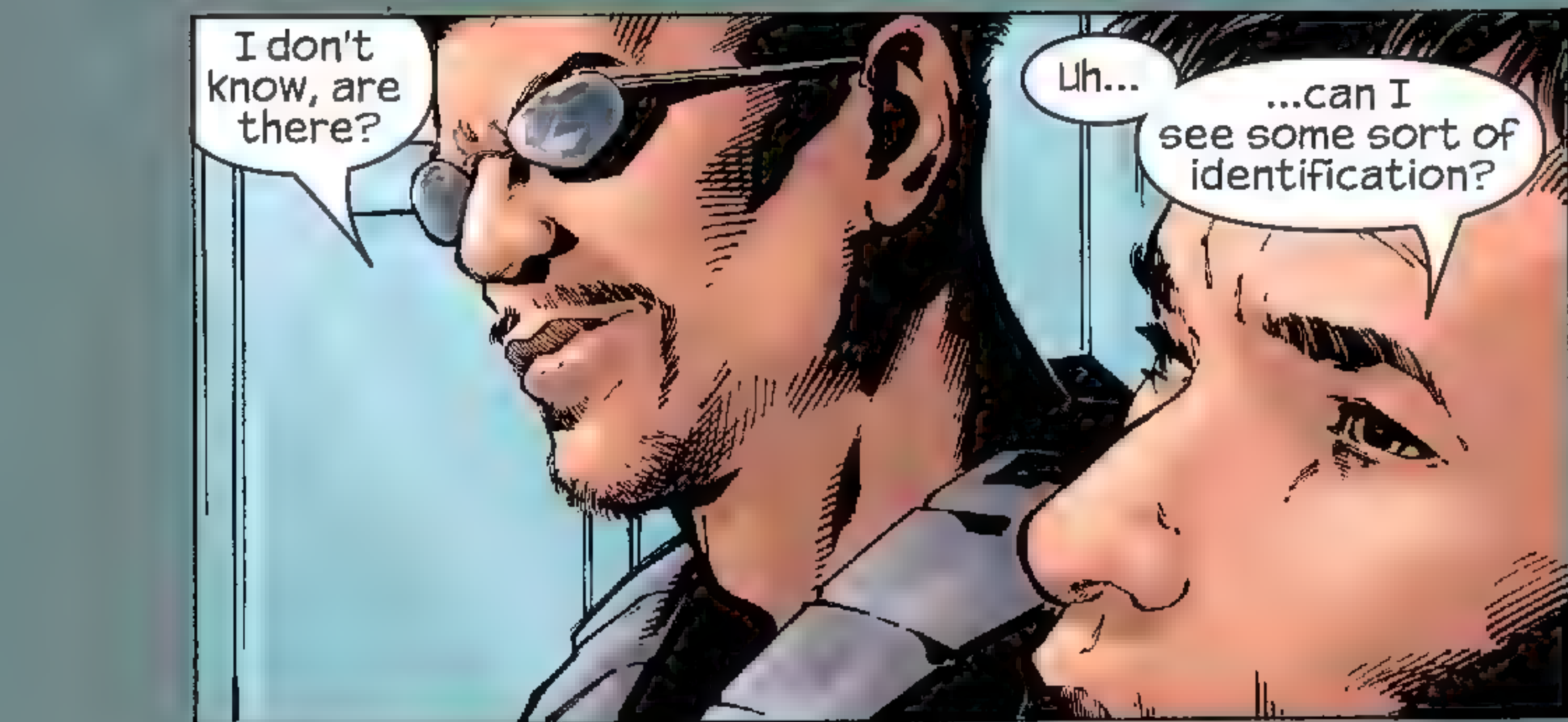
There are mob ties to the Daily Bugle?

That I was FBI investigating mob ties to the Daily Bugle.



I don't know, are there?

Uh... ...can I see some sort of identification?



Kid, get your little tights and get your butt over here.



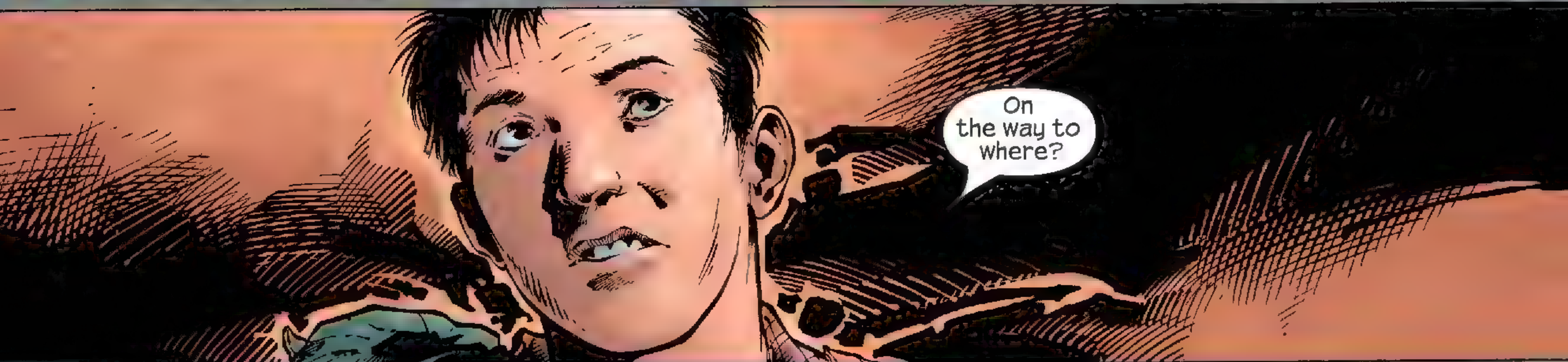
Do you have your costume?

Could you please-- I have a secret identity.

Then shall we? Time is of the essence.

Why? What's going on?

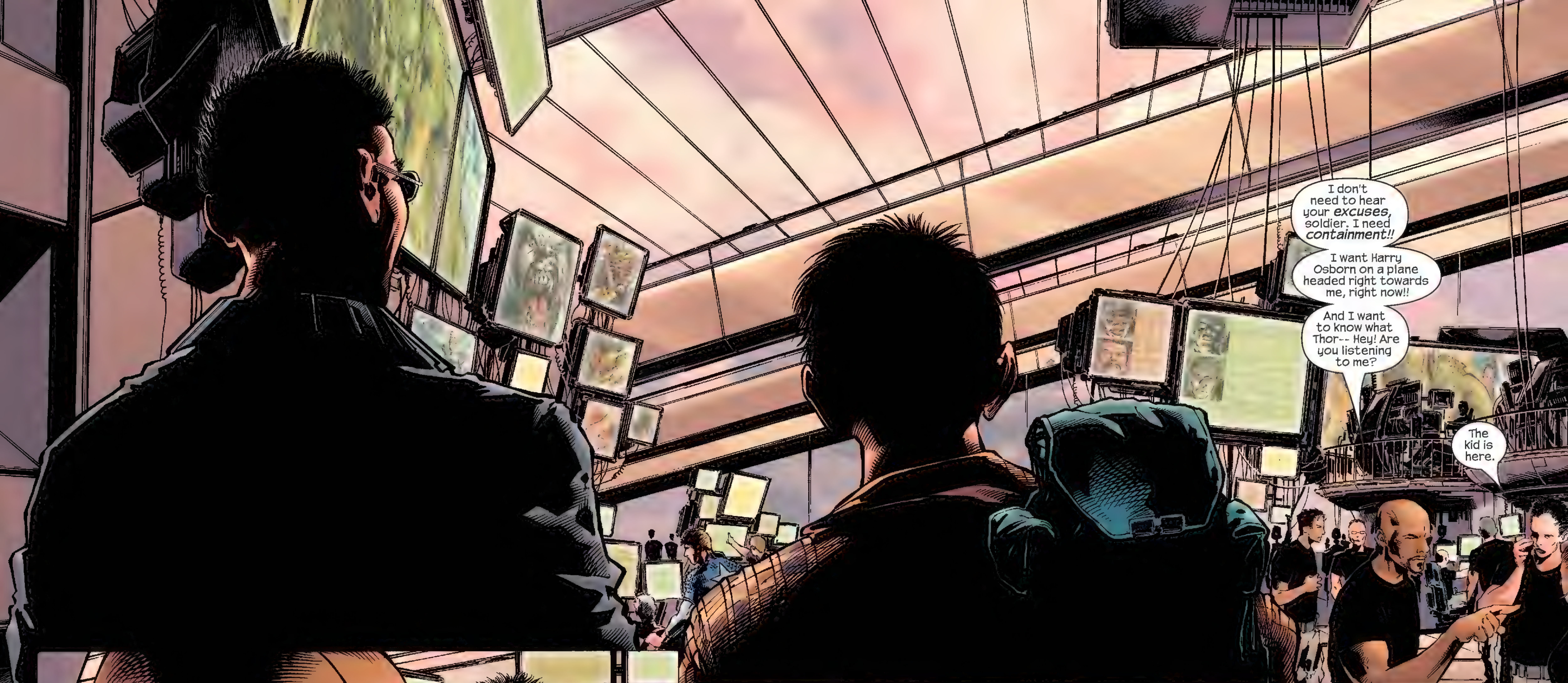
I'll explain on the way.



On the way to where?

The Triskelion



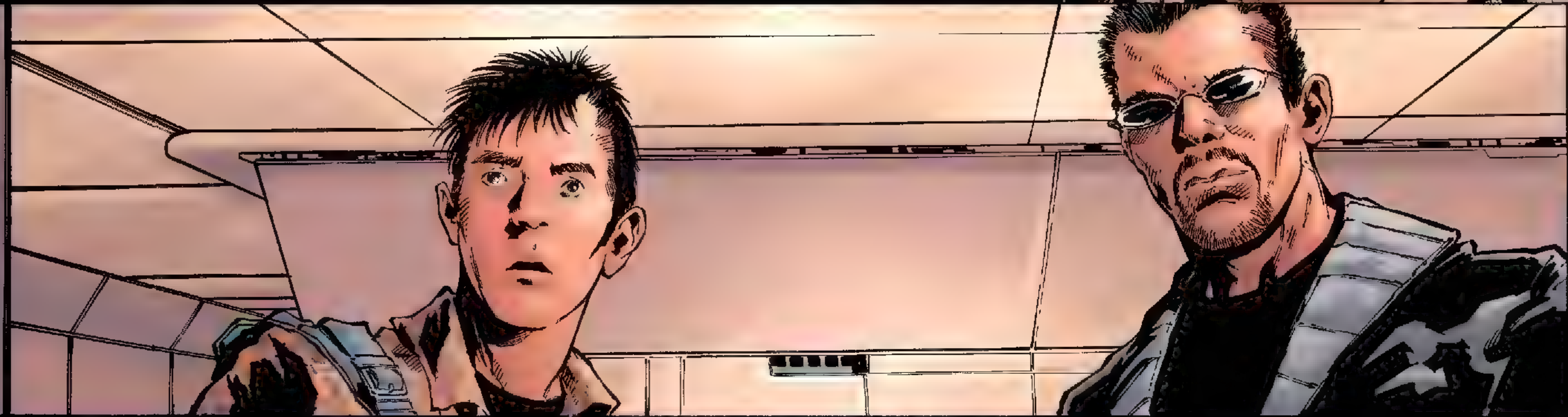


I don't need to hear your *excuses*, soldier. I need *containment*!!

I want Harry Osborn on a plane headed right towards me, right now!!

And I want to know what Thor-- Hey! Are you listening to me?

The kid is here.



I thought I told you to bring him in costume.
You said *bring* the costume. You didn't--

You want something to eat?

What's-- what's--?

Alpha team. War room.



Team-- this is Spider-Man.

Spider-Man, the team.



Did you... go back in *time* to get him?



No, this is really him!

And before you get all snotty on the kid, I'd like to point out that he *single-handedly* beat the crap out of every one of these guys with his bare hands.

And the entire S.H.I.E.L.D. organization *altogether* can't find where they escaped to.



Escaped?

Escaped.

Which one?

All of them.

I'm going to have to keep most of the details of it from you--

--(for security purposes--)

--but they are officially on the loose. What we can--

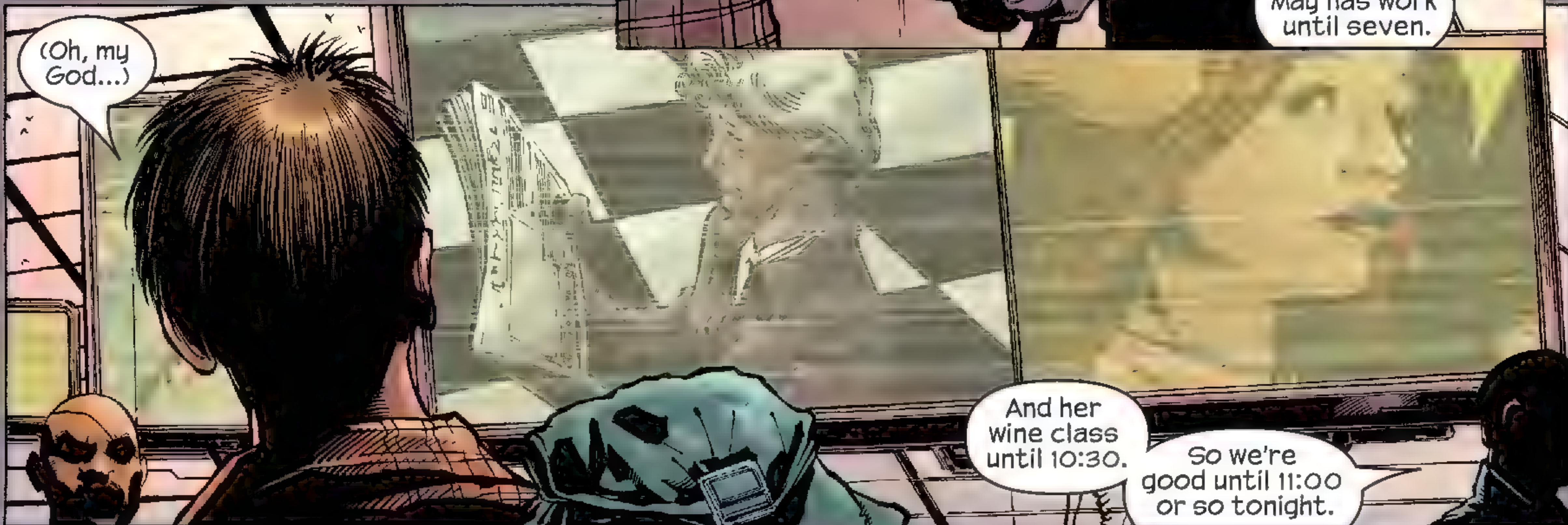
Oh, my God! Mary Jane!! My Aunt May!!



Already on it.

We have agents-- see?

Your Aunt May has work until seven.



(Oh, my God...)

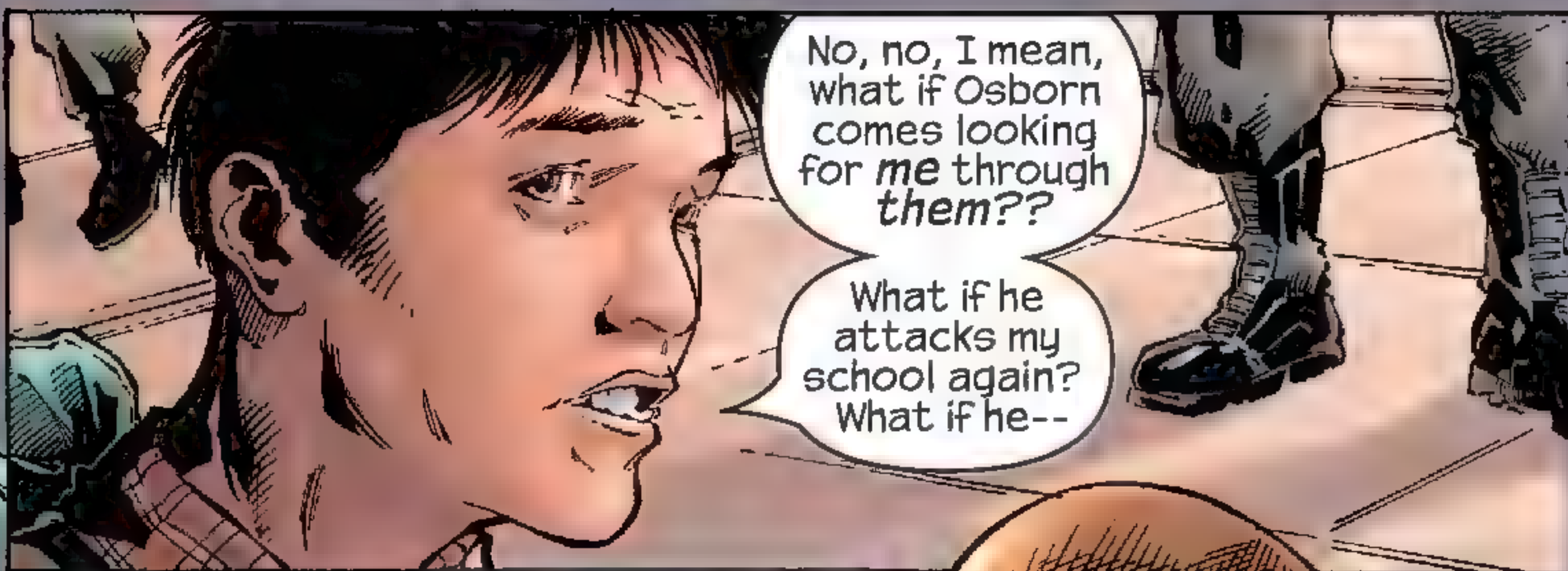
And her wine class until 10:30.

So we're good until 11:00 or so tonight.



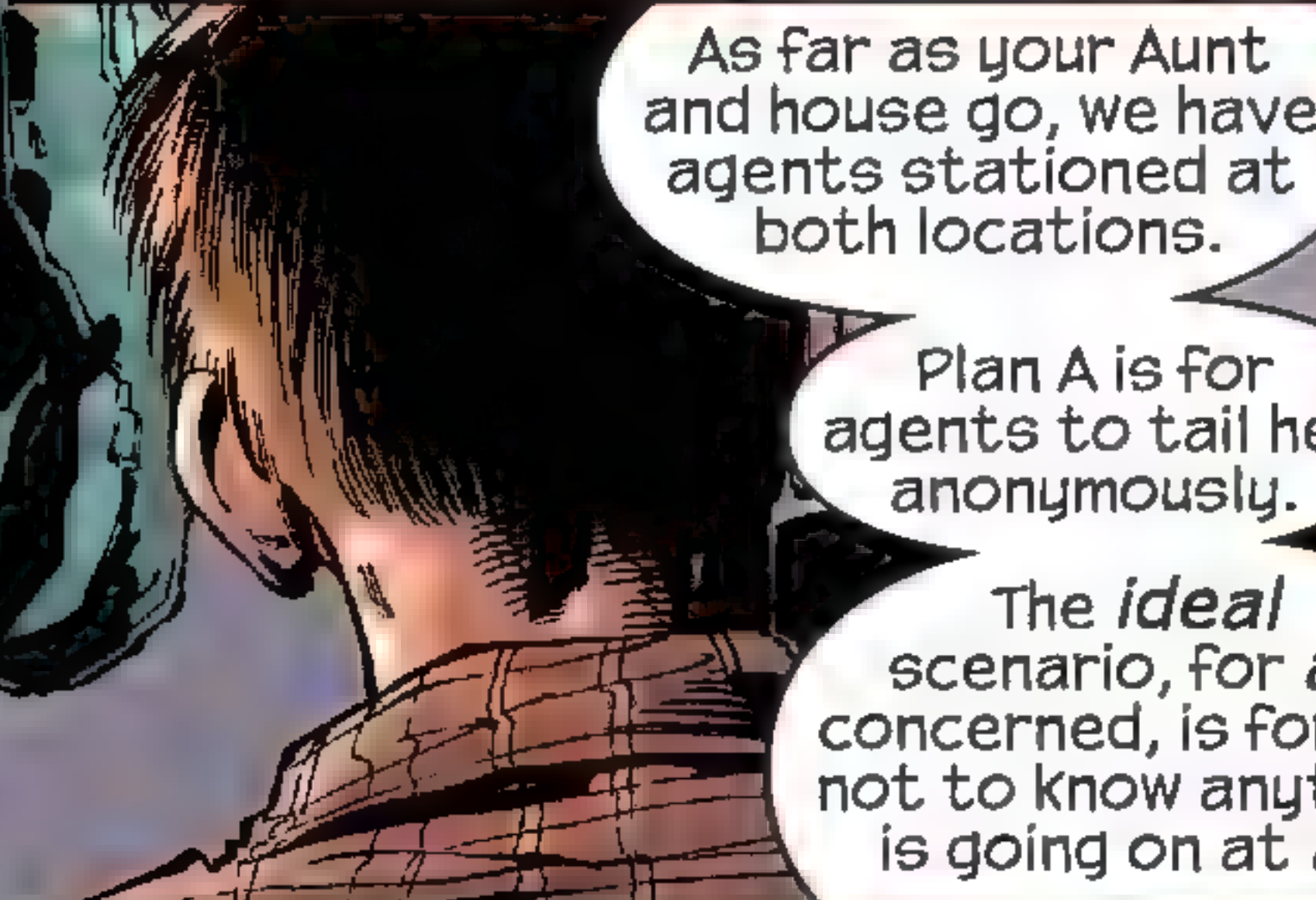
Oh, my God...

Hopefully this will all be wrapped up by then. If not, we'll have much bigger fish to fry than how grounded you're going to be for being a super hero behind her back.



No, no, I mean, what if Osborn comes looking for *me* through *them*??

What if he attacks my school again? What if he--



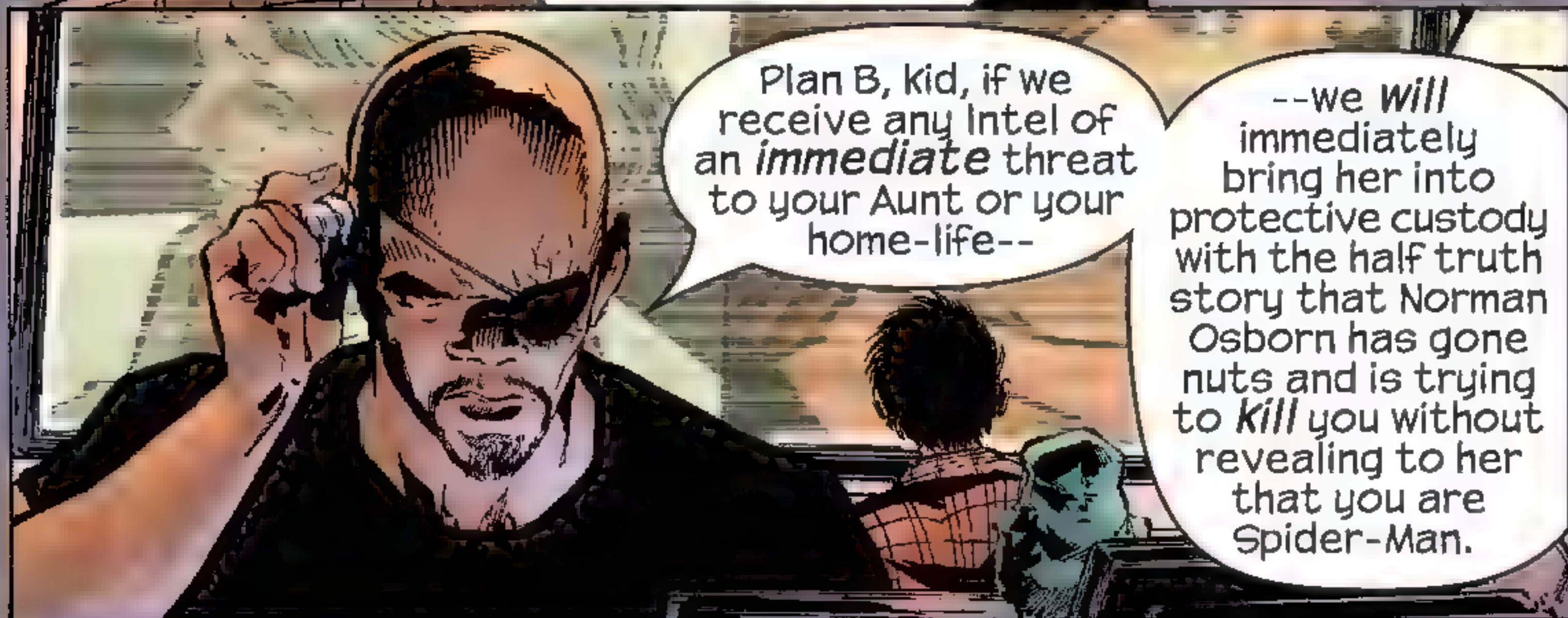
As far as your Aunt and house go, we have agents stationed at both locations.

Plan A is for agents to tail her anonymously.

The *ideal* scenario, for *all* concerned, is for her not to know anything is going on at *all*.

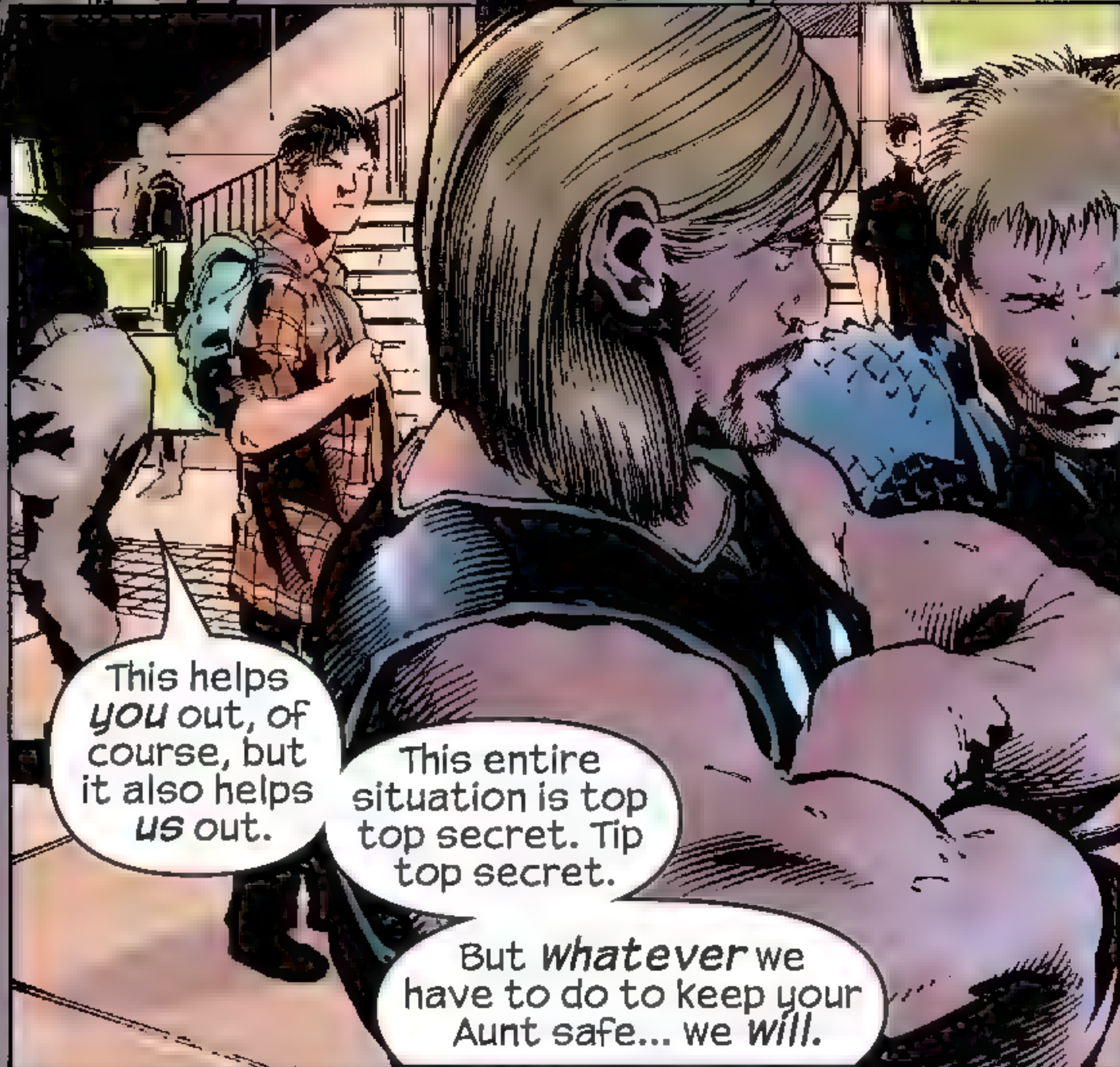


She is a civilian and we don't want *panic*.



Plan B, kid, if we receive any intel of an *immediate* threat to your Aunt or your home-life--

--we *will* immediately bring her into protective custody with the half truth story that Norman Osborn has gone nuts and is trying to *kill* you without revealing to her that you are Spider-Man.



This helps *you* out, of course, but it also helps *us* out.

This entire situation is top top secret. Tip top secret.

But *whatever* we have to do to keep your Aunt safe... we *will*.



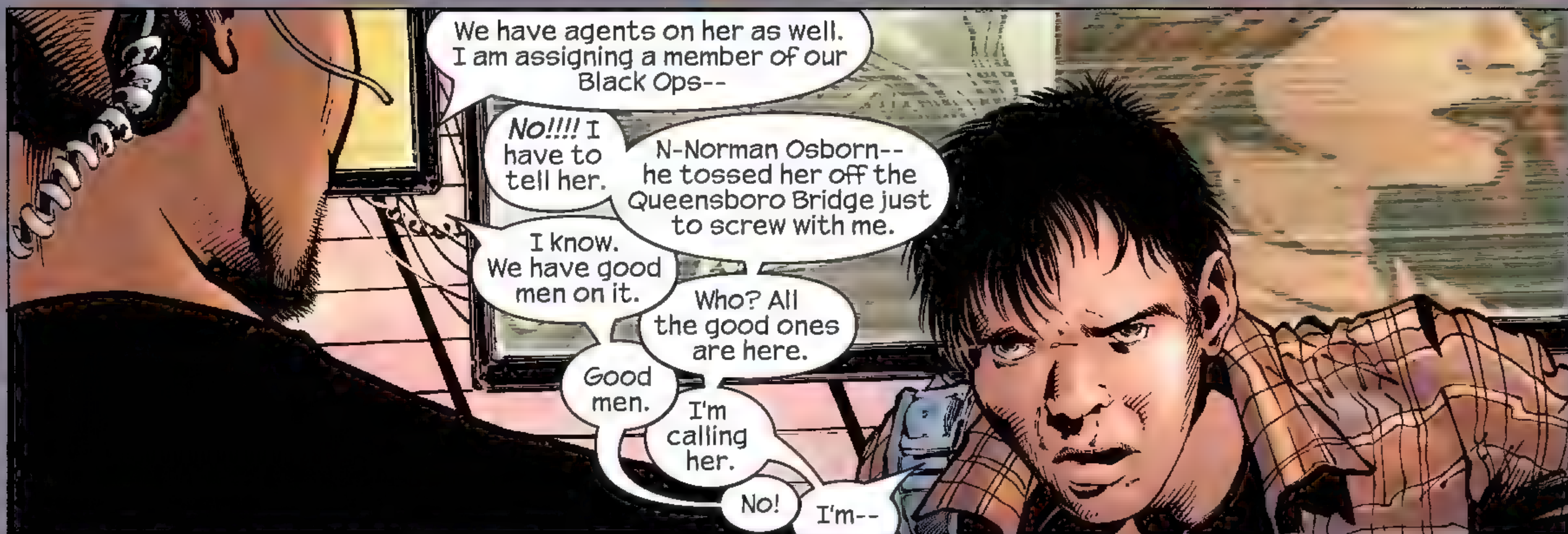
But Parker, listen, if you want her brought in *NOW*...

If you want to swallow it and just come clean with her... we can arrange it.



It'll take a bit of...

I *have* to warn Mary Jane.



We have agents on her as well. I am assigning a member of our Black Ops--

No!!!! I have to tell her.

N-Norman Osborn-- he tossed her off the Queensboro Bridge just to screw with me.

I know. We have good men on it.

Who? All the good ones are here.

Good men.

I'm calling her.

No! I'm--

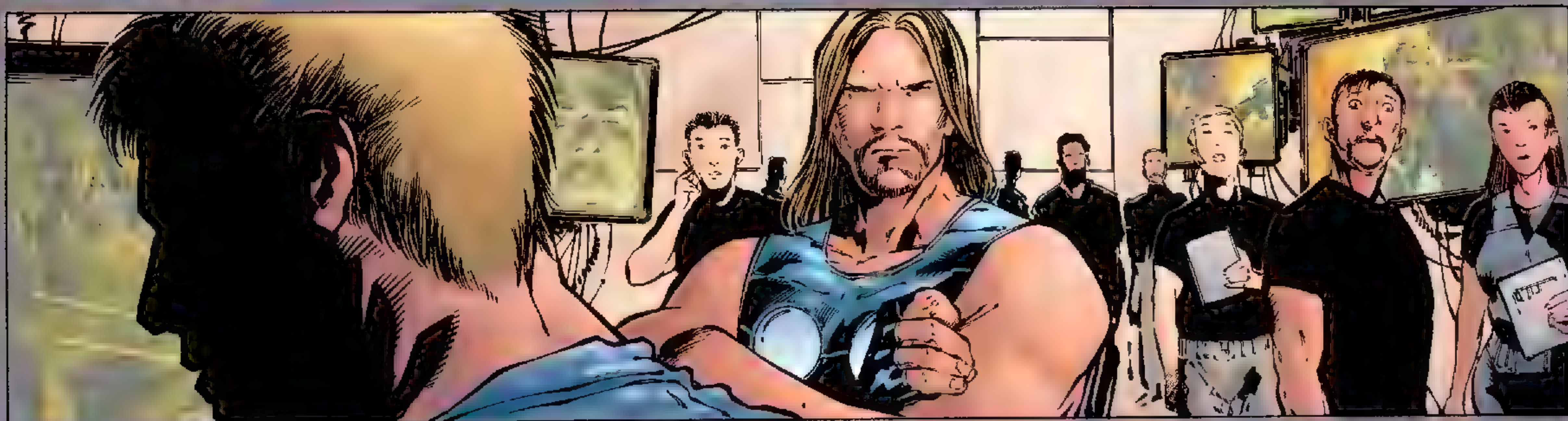


KID! I LOST
THIRTY-FIVE
PEOPLE
TODAY!!

That's more agents
in a single day than I
have lost since I
took this job!!

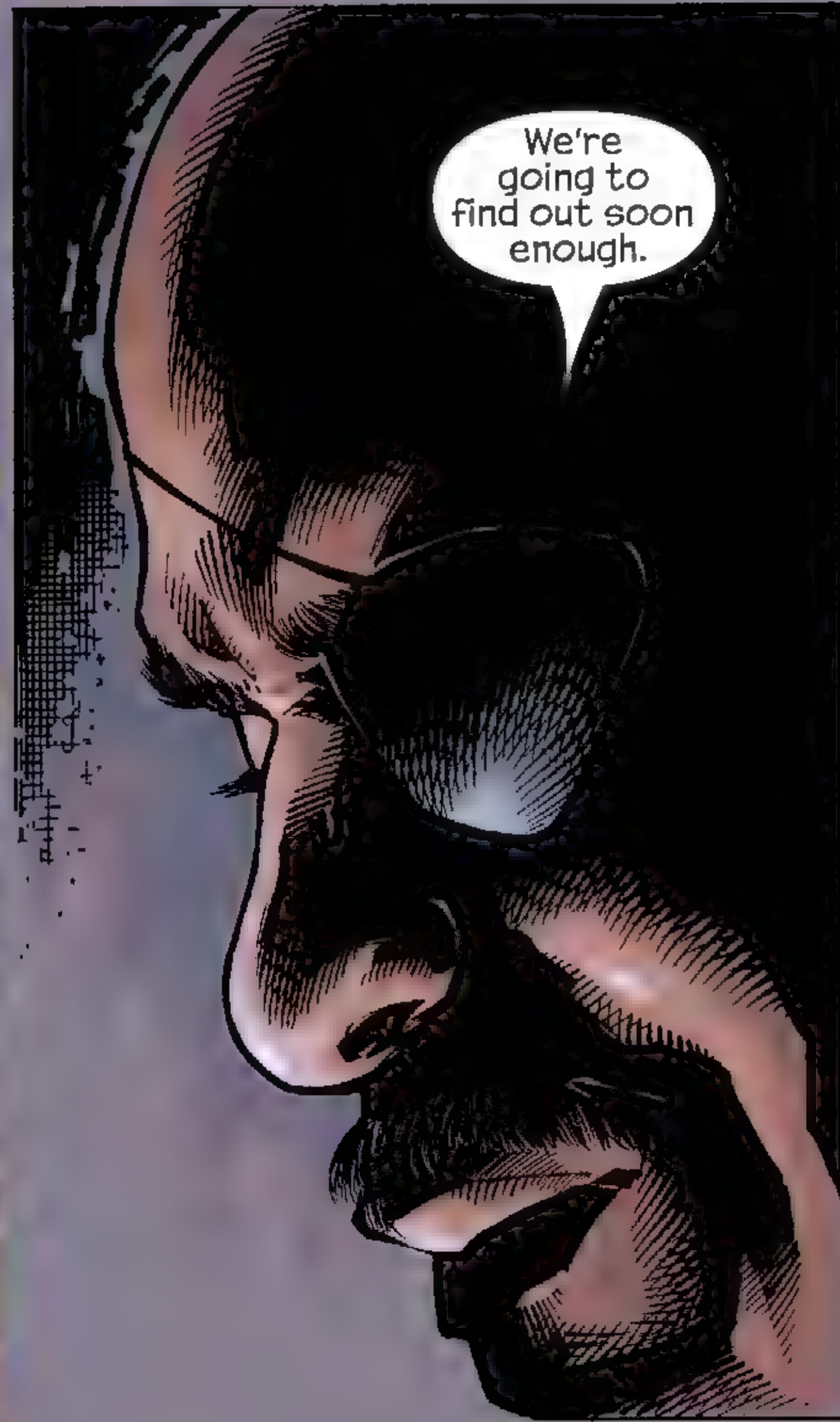
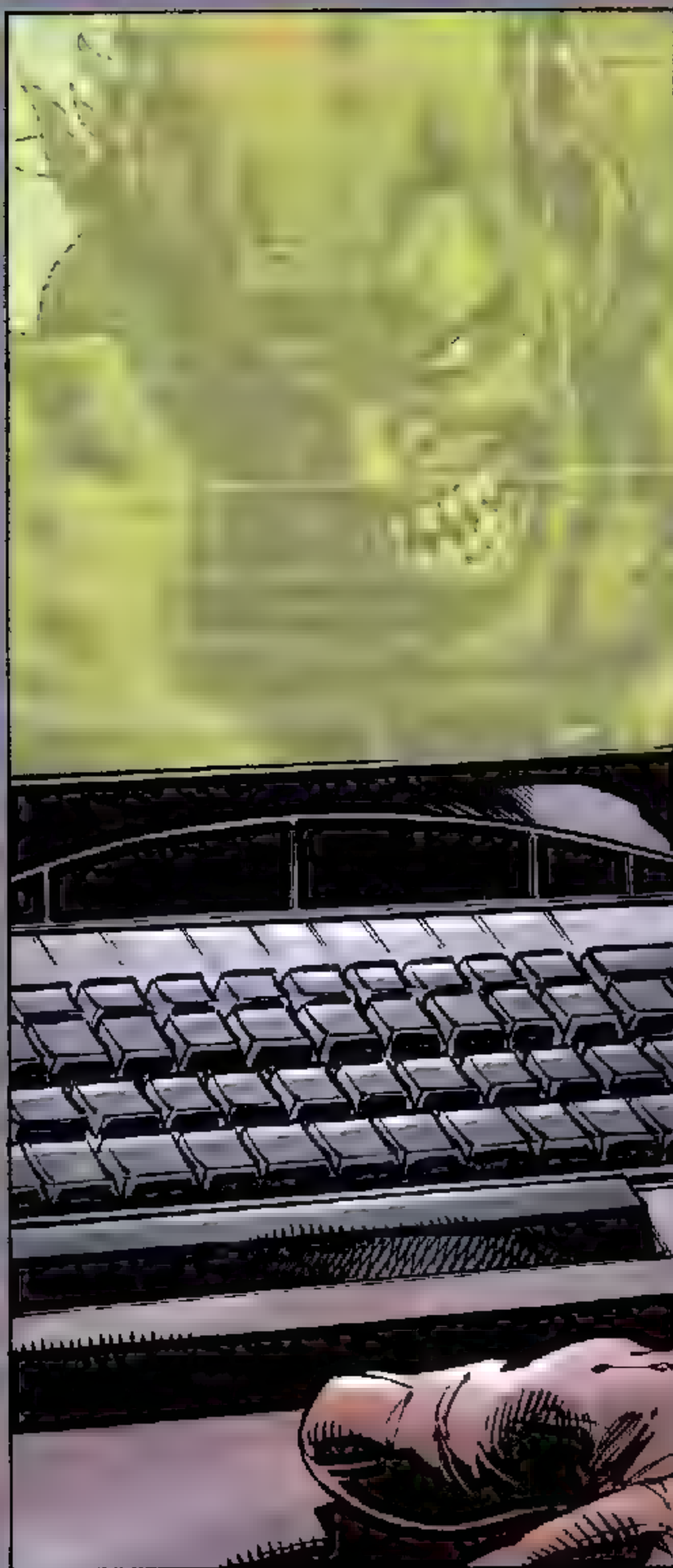
Thirty-five
families lost
someone today--
and yet *still* I am
bending over
backwards for
you--

But you keep
bustin' my chops
on this and you can
go back to Queens
and fend for
yourself!!!



I don't-- I don't
understand.

What's--
what do you
think they are
going to do?



We're
going to
find out soon
enough.





Mr.
President...

...we have
a **serious**
situation
with Nick
Fury.





The Hamptons.



This I like.

Whose joint is this?

This is Wilson Fisk's summer place.

The *Kingpin*? We're in the Kingpin's *house* eating the Kingpin's *food*?

Kingpin ain't in the country. He got pinched on a murder wrap. Guy's in *Argentina* or something.

He ain't coming by.

I can't believe how much *junk food* one man can--

Fat guy likes his Ding Dongs.

Otto, is this computer...?

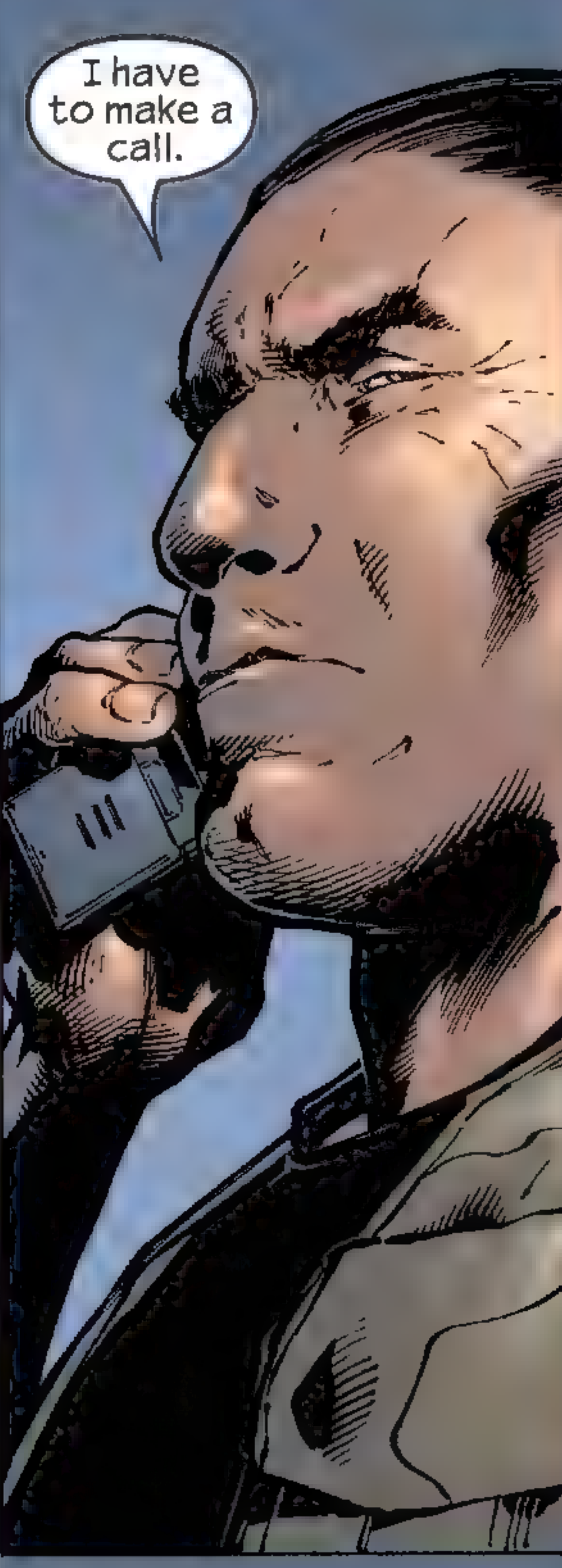
With the equipment we borrowed from S.H.I.E.L.D. I can get what we need.

Make your call, Norman.



Hey, guys! Quiet down for two minutes and remember don't--

We know, don't start up our powers.



I have to make a call.



Who you calling?



Fury, sit down.



Who?

Guess.

Sir?



Norman Osborn.



Famed industrialist Norman Osborn called my chief of staff not two hours ago.

Fury, did you know they went to college together? Osborn and my chief of staff. Yes? No?

Well, they did. It's true.

And Norman Osborn called his "old school buddy" and said that he wants one hundred million dollars.

And he wants it now.



Osborn seems to feel that you were holding him against his will out in Virginia somewhere...

...and that you had illegally seized his company and kidnapped his son.

He says that you stole all of his research for yourself.

And now he says he wants his money back-- in the neighborhood of a hundred million dollars...



He wants his company back...

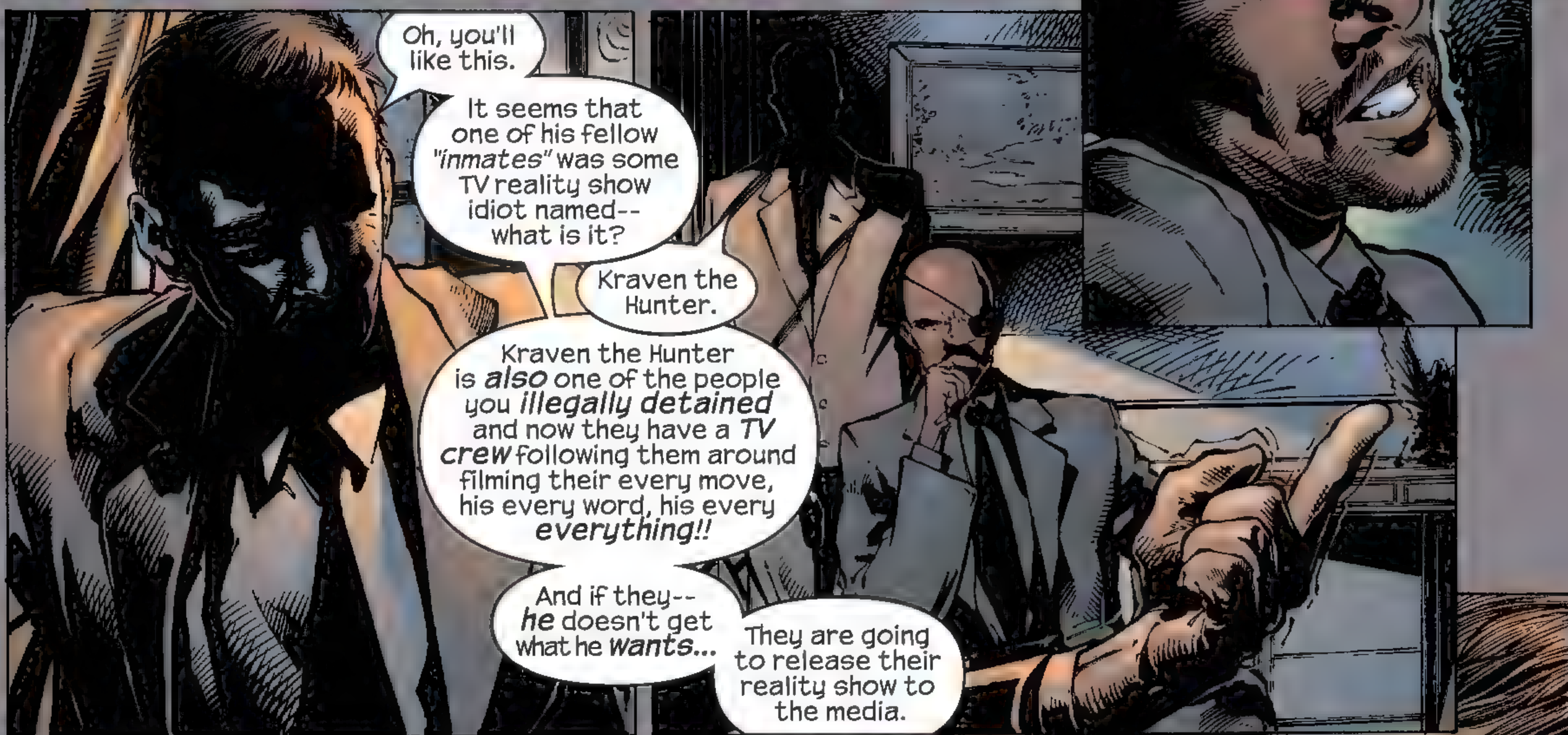
His son...

International amnesty for himself and a few others...

Oh, and you arrested.



Or what?





We won't even get into the fact that a handful of my cabinet, *including* my chief of staff here, were *stockholders* in Oscorp!!

See? See where I am going? Smells fishy, don't it?!

Smells like *we* were all up to shenanigans with Osborn.

Like we swept him under the rug and *stole* something from him.

Can you-- do you know how many bleeding heart organizations I am going to have crawling up my skirt when they find out you were holding men against their *will*!?!?

Without a trial???

Doesn't *matter* what they did, Fury? Doesn't *matter* why you put them there.

You think it does-- I am telling you, to these people, to the American people, it absolutely does *not*!!

Mr. President, with all due respect--

SHUT UP, FURY!!

I mean it, shut your #\$\$%\$ mouth.

I swear to God I'll arrest you for treason right here!!

I swear to God!!

War hero? Don't care?

This is about today, and today is a *very* bad day for you, Fury!!



But I am telling you right here and right now, if this isn't taken care of quickly and quietly--

Today! **Tonight!**

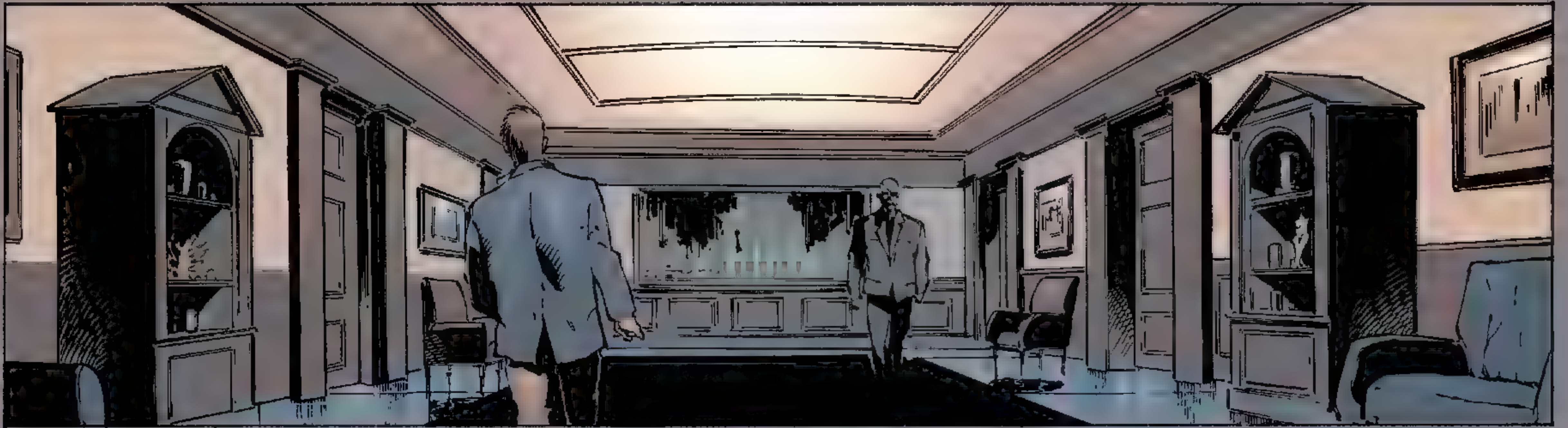
I am cutting you off at the knees!!

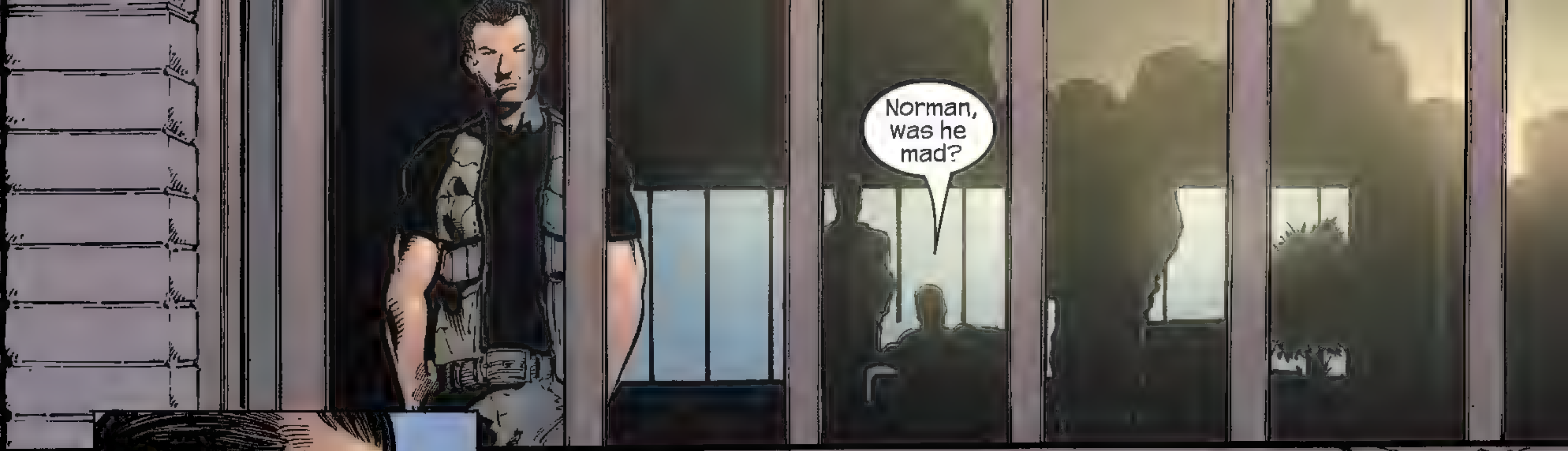
I am *not* going to have *my* legacy in this office dictated by lunatics.

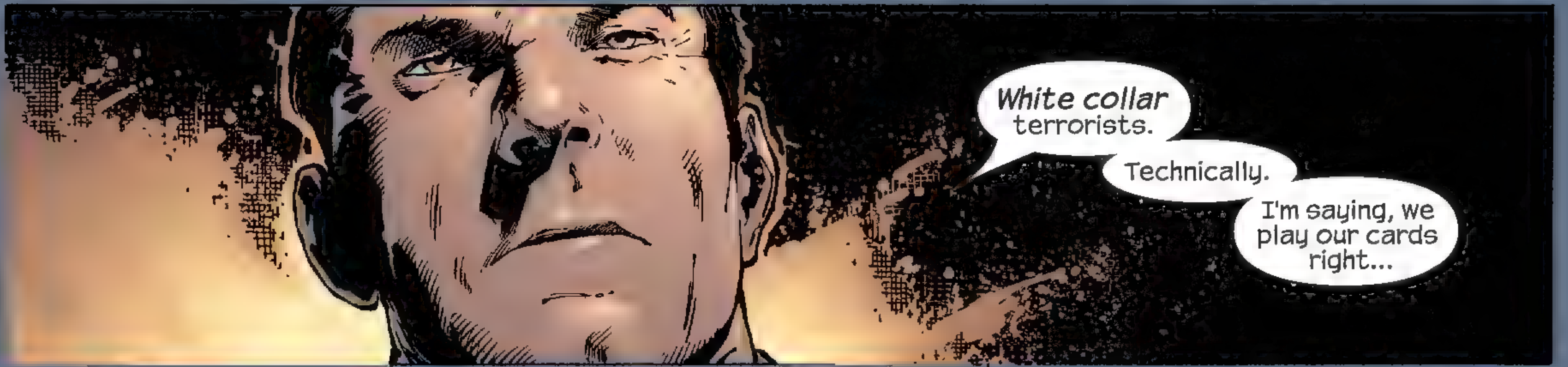
Did he happen to say where he was calling from?

GET OUT!









White collar terrorists.

Technically.

I'm saying, we play our cards right...



Play our cards right?

Come on!

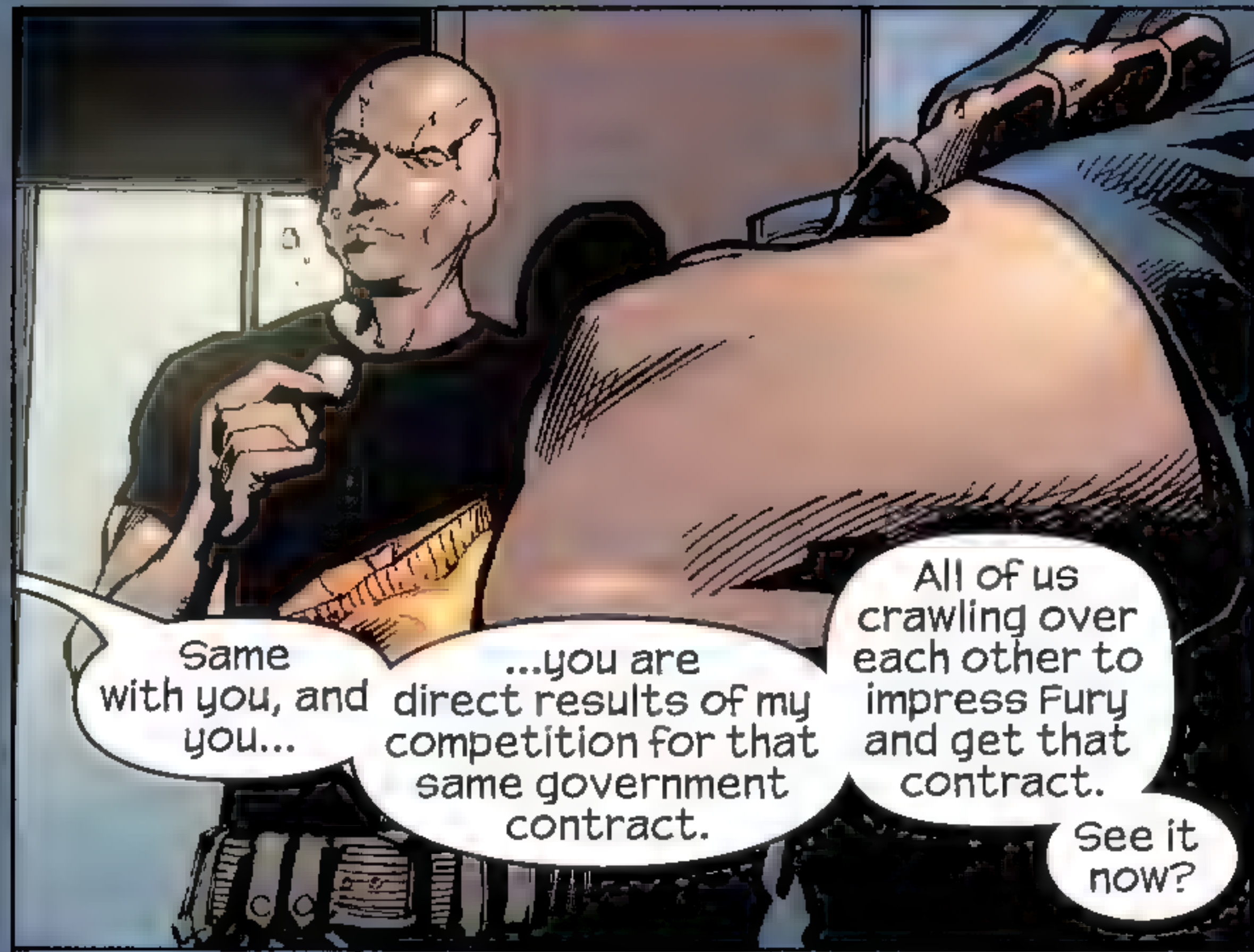


We, me specifically, are more *dangerous* to them than you could know, Mr. Marko.

Listen, not to talk down to you but I was a *major player* in all of this.

My company, Oscorp, was commissioned to create a super soldier serum.

That's what Otto and I were working on when we ended up the way we are.



Same with you, and you...

...you are direct results of my competition for that same government contract.

All of us crawling over each other to impress Fury and get that contract.

See it now?



Do you think *anyone* in that White House wants it getting out to the *world* media...

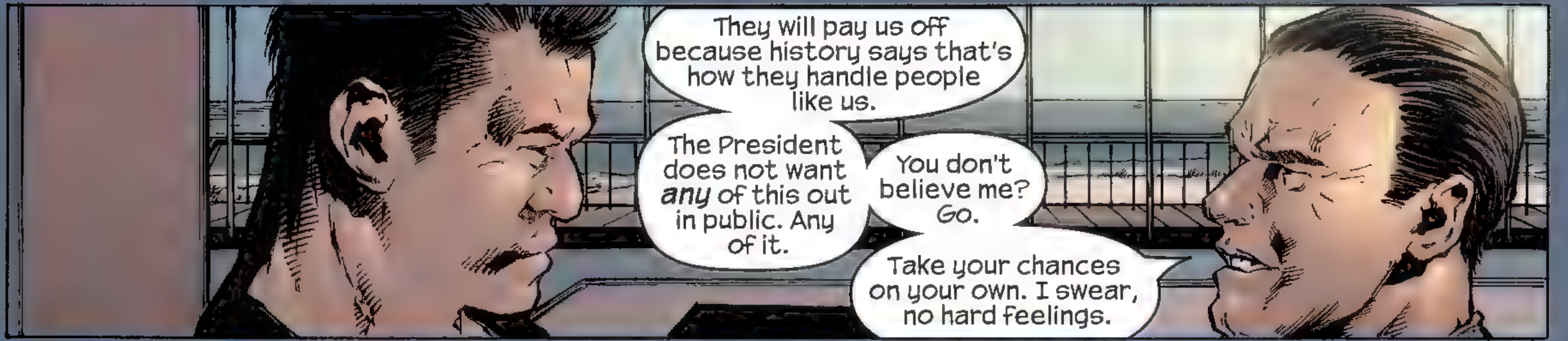
...to their enemies and allies...

...that Nick Fury was secretly funding and financing super soldier research?

You see?



They'll kill us in our sleep, Osborn.

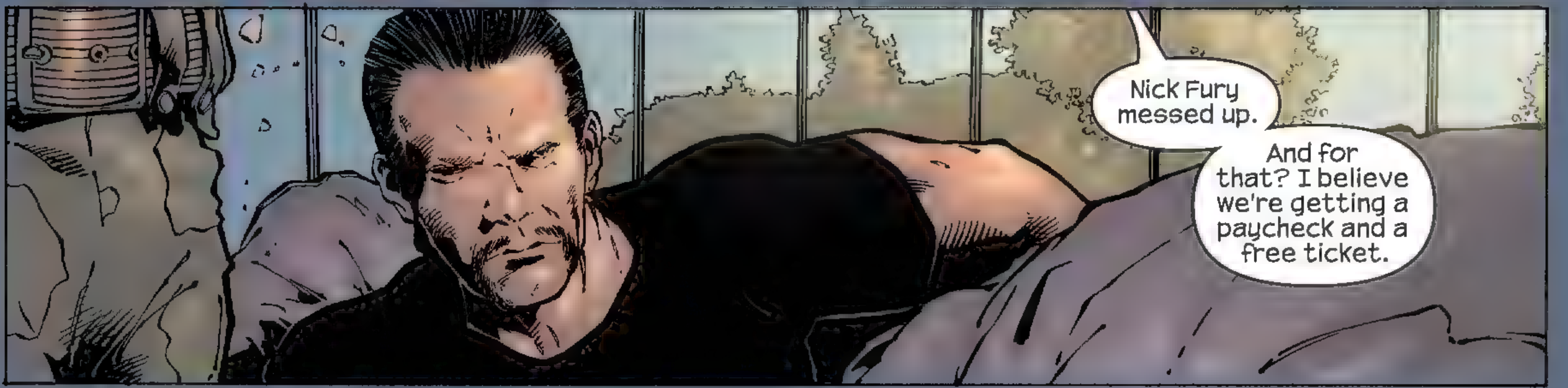


They will pay us off because history says that's how they handle people like us.

The President does not want *any* of this out in public. Any of it.

You don't believe me? Go.

Take your chances on your own. I swear, no hard feelings.



Nick Fury messed up.

And for that? I believe we're getting a paycheck and a free ticket.

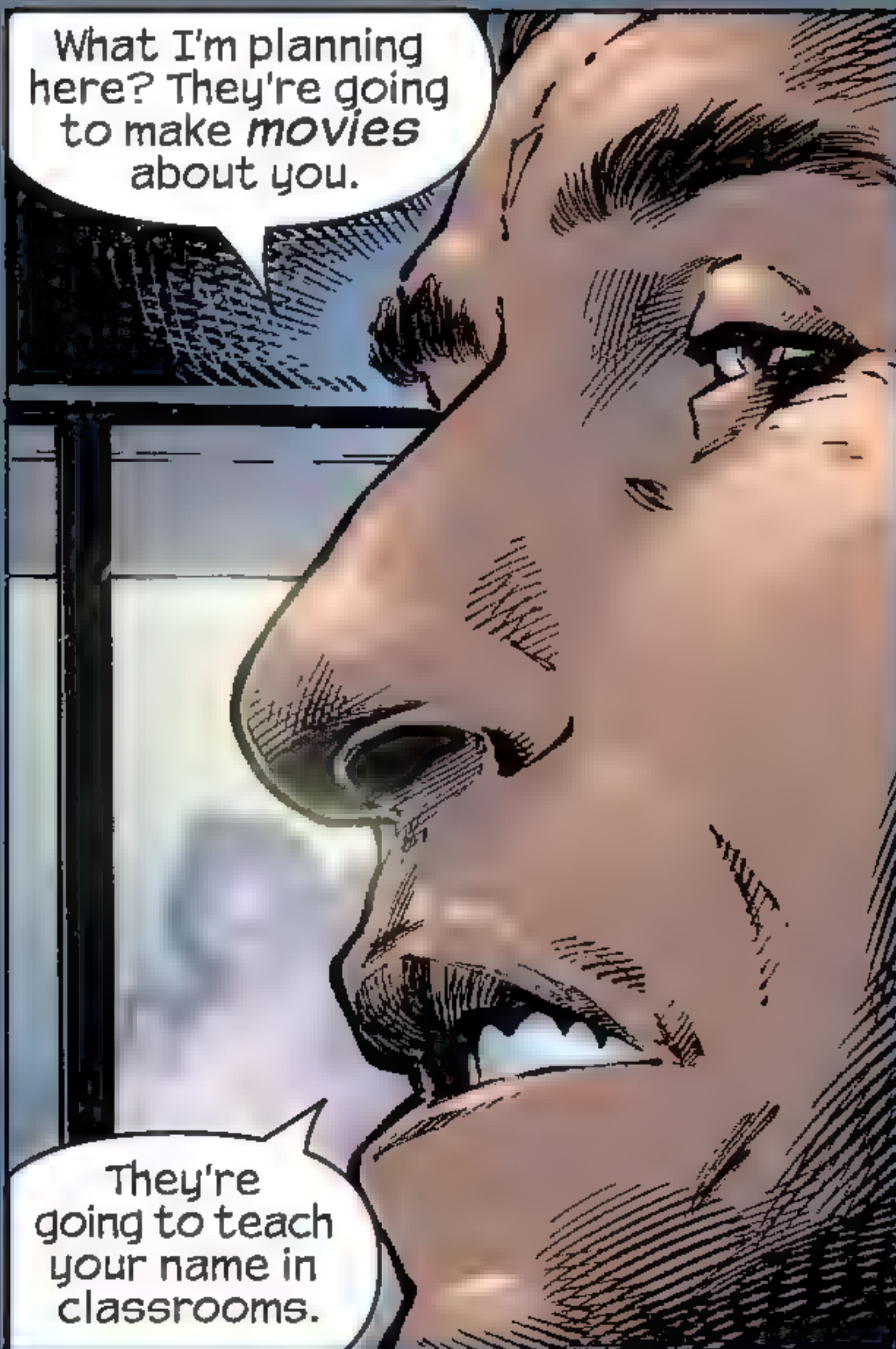


Whatever you decide...

...we're leaving here within the hour and we're not coming back.

Your lives as you knew them are long over.

Nick Fury ruined your life.



What I'm planning here? They're going to make *movies* about you.

They're going to teach your name in classrooms.



This is our turn now.

We dictate how this ends, not Nick Fury!



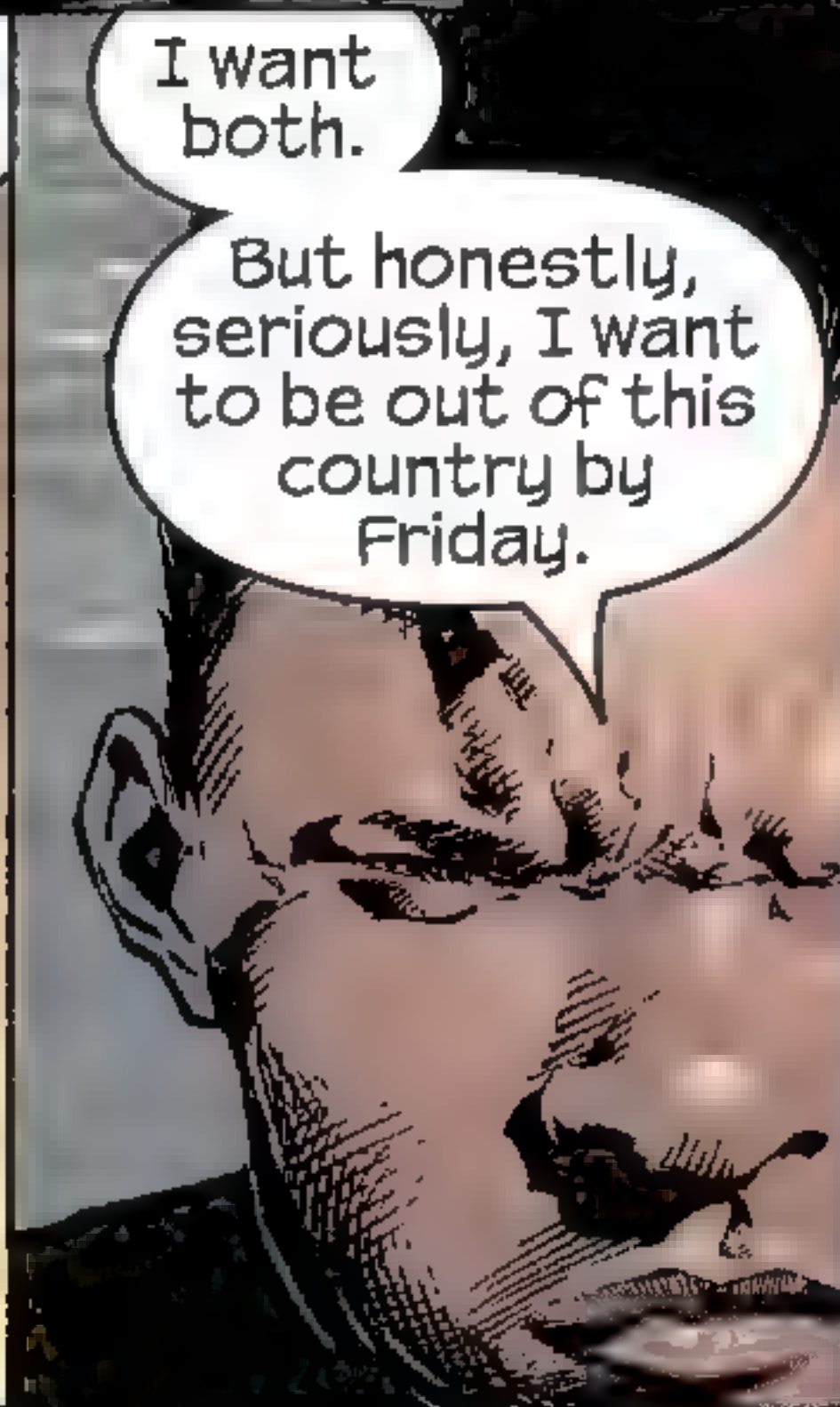
So?



I want to kill all of them.

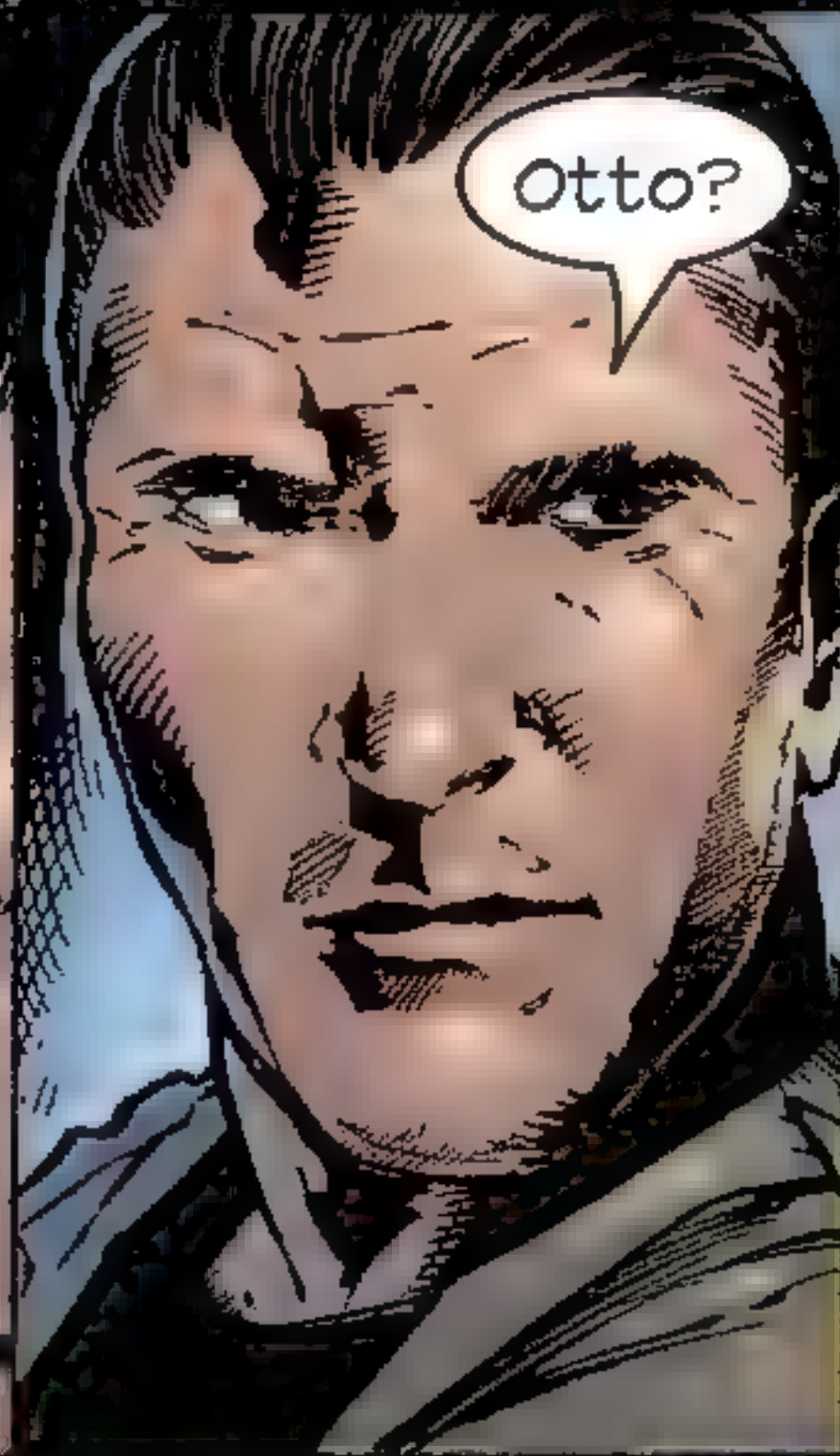


I want the payday.

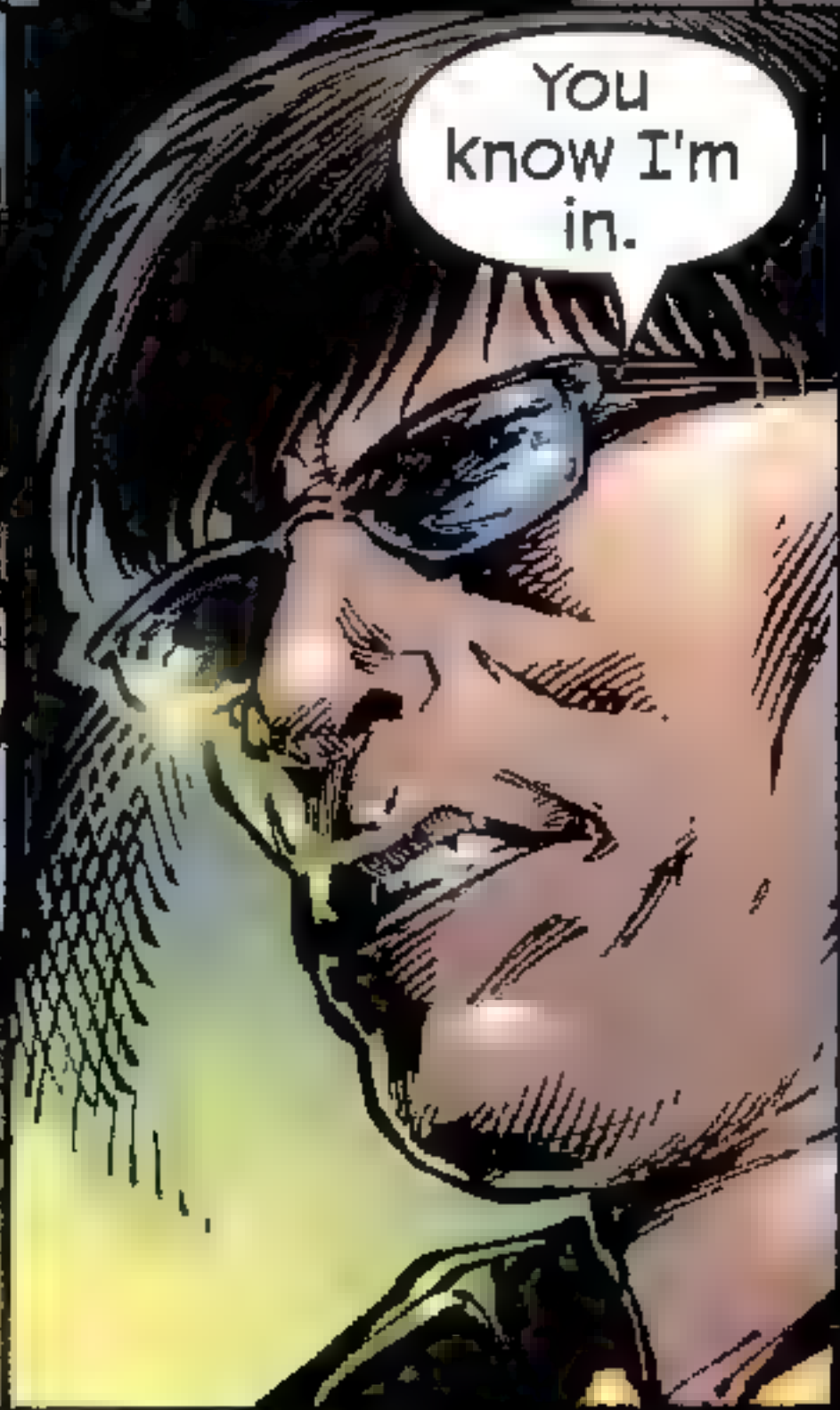


I want both.

But honestly, seriously, I want to be out of this country by Friday.



Otto?



You know I'm in.



Okay!

So now that we have our distraction in place, it's time to discuss the more fourth dimensional aspects to some of *your* powers.

My whatzzee-huh?

Wait, *what* distraction?

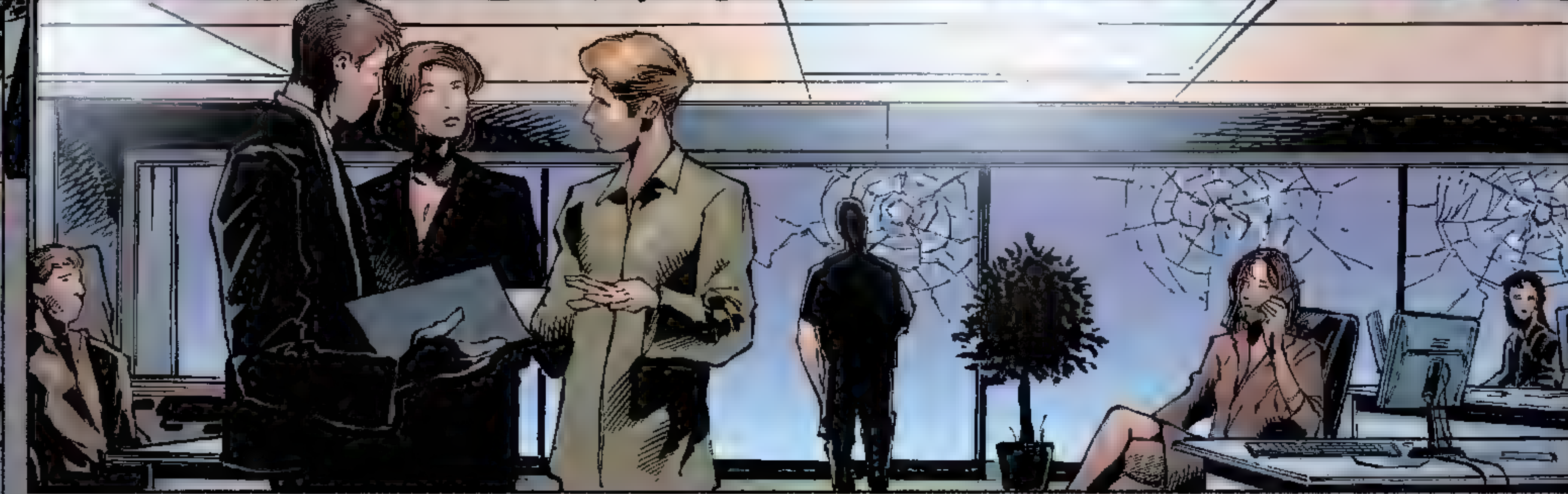
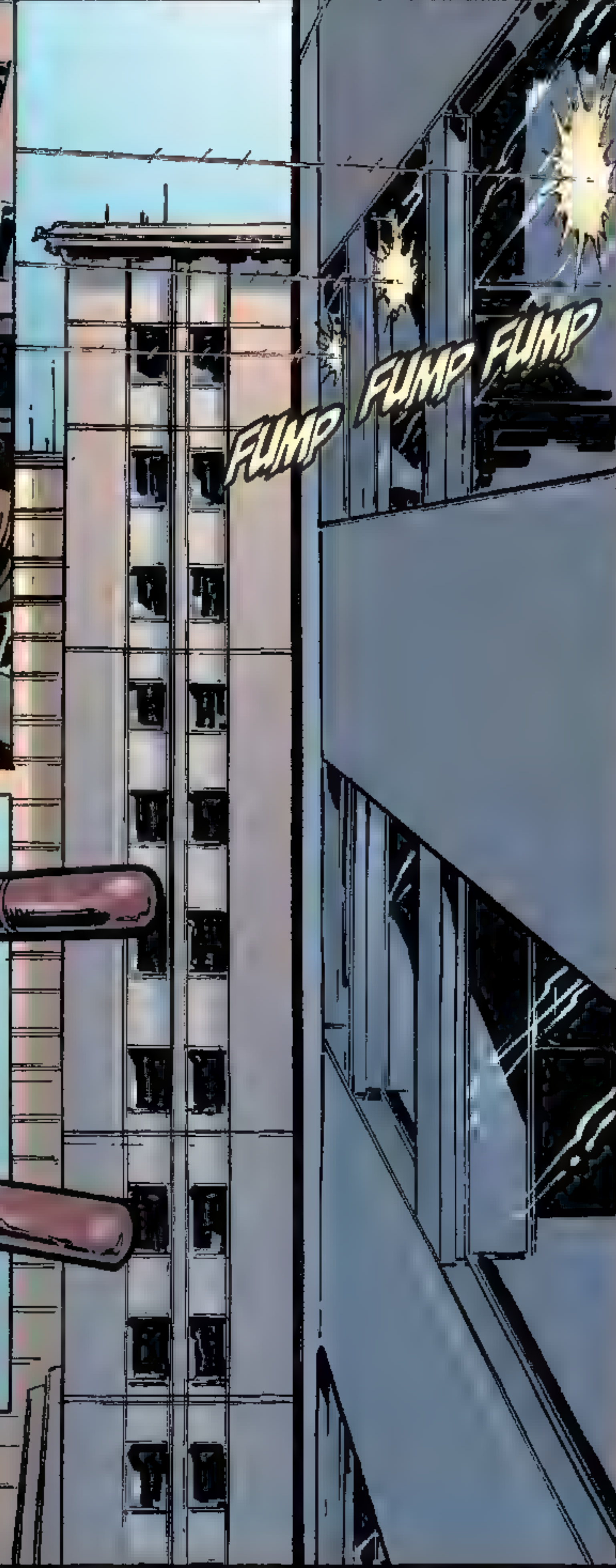
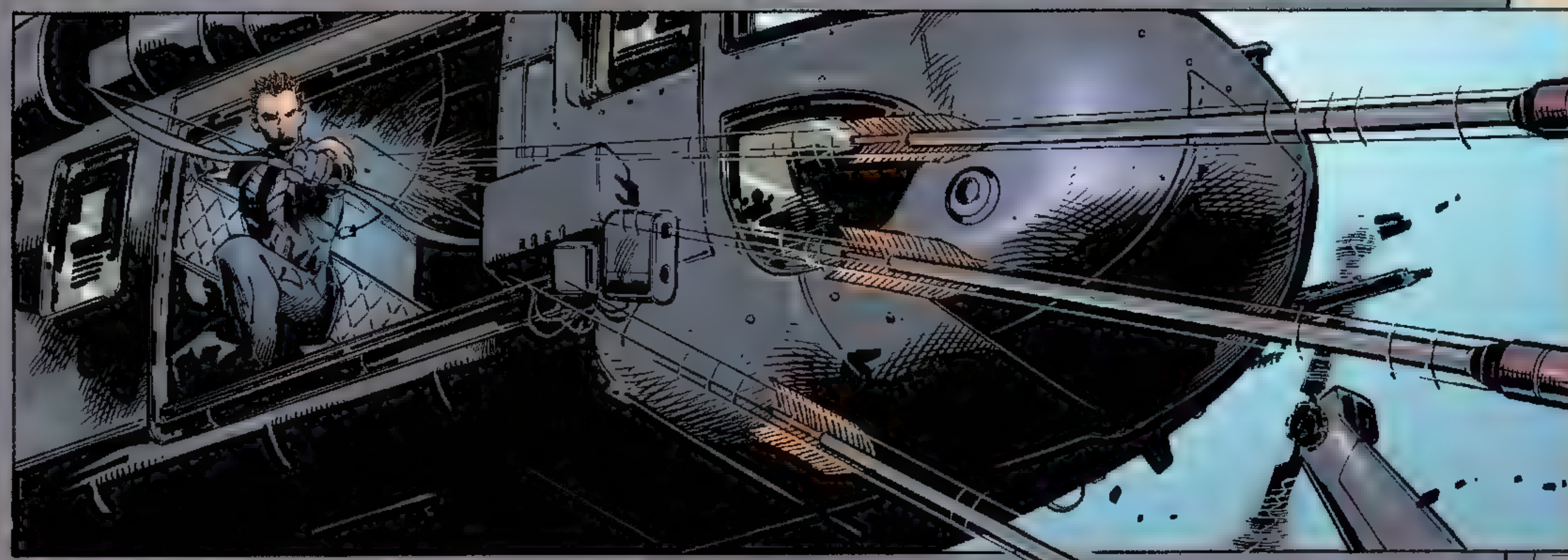
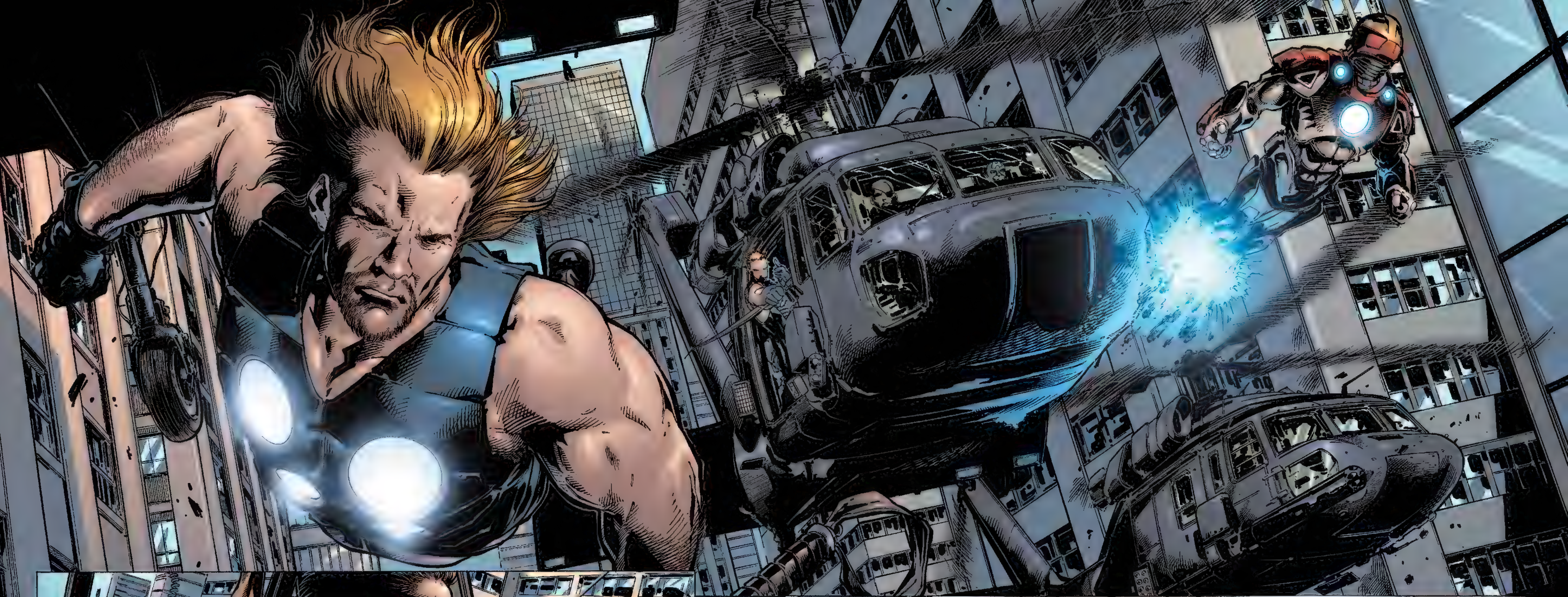


Oh, well, yeah...

I told them we were going to be filming a TV show using your old production company.

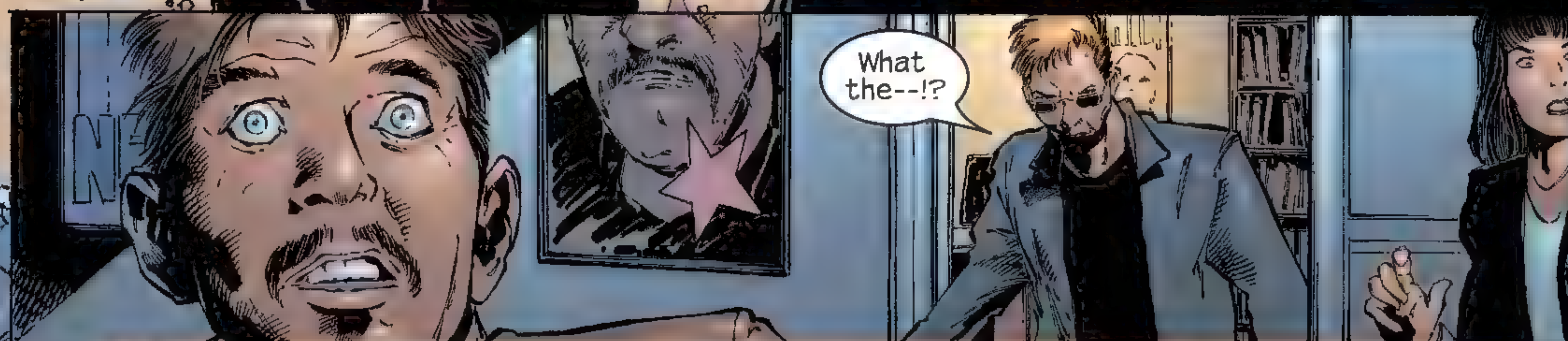


Yeah? So?

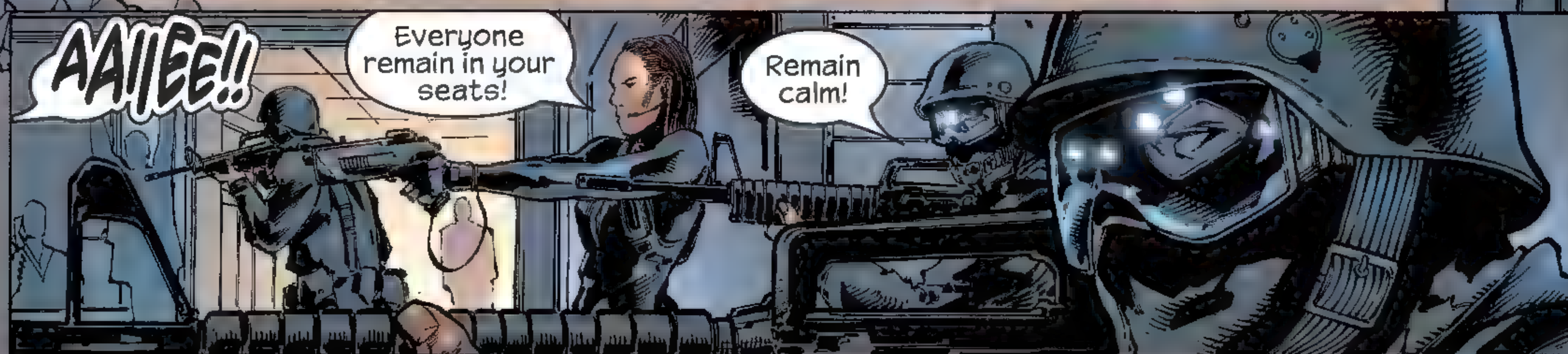




If everyone
will remain in their
seats--



What
the--!?



AAIEEE!!

Everyone
remain in your
seats!

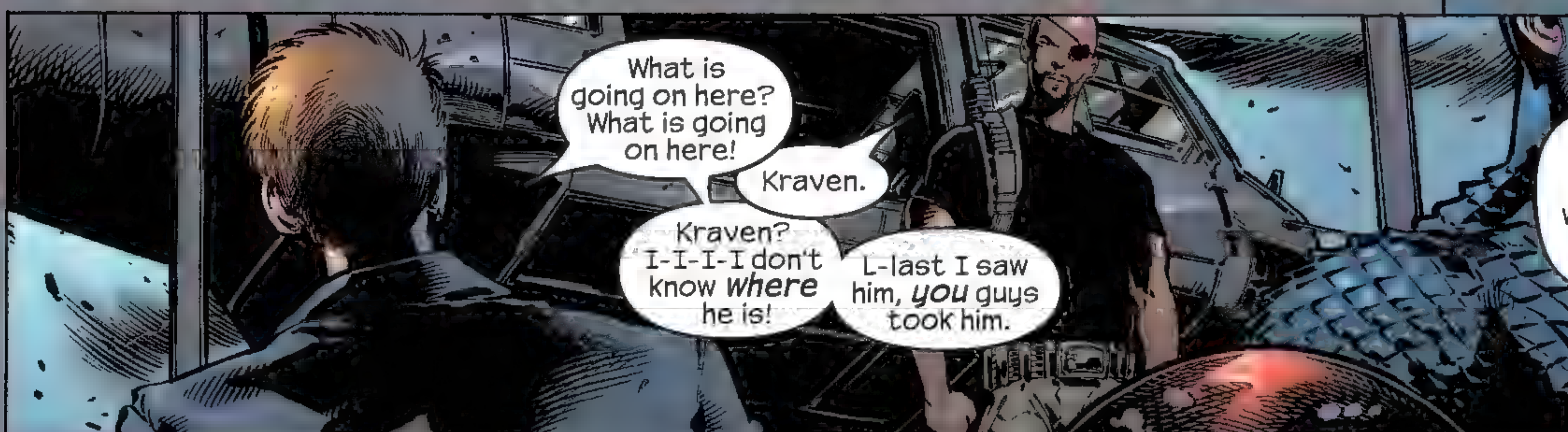
Remain
calm!



Front lobby
secure.

Back area
and stairs
secure.

Ground
secure.



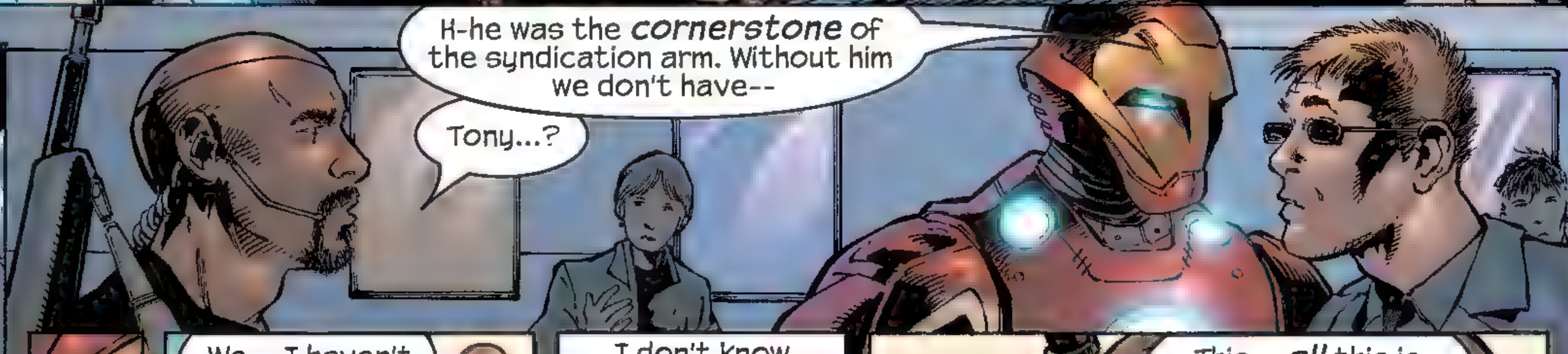
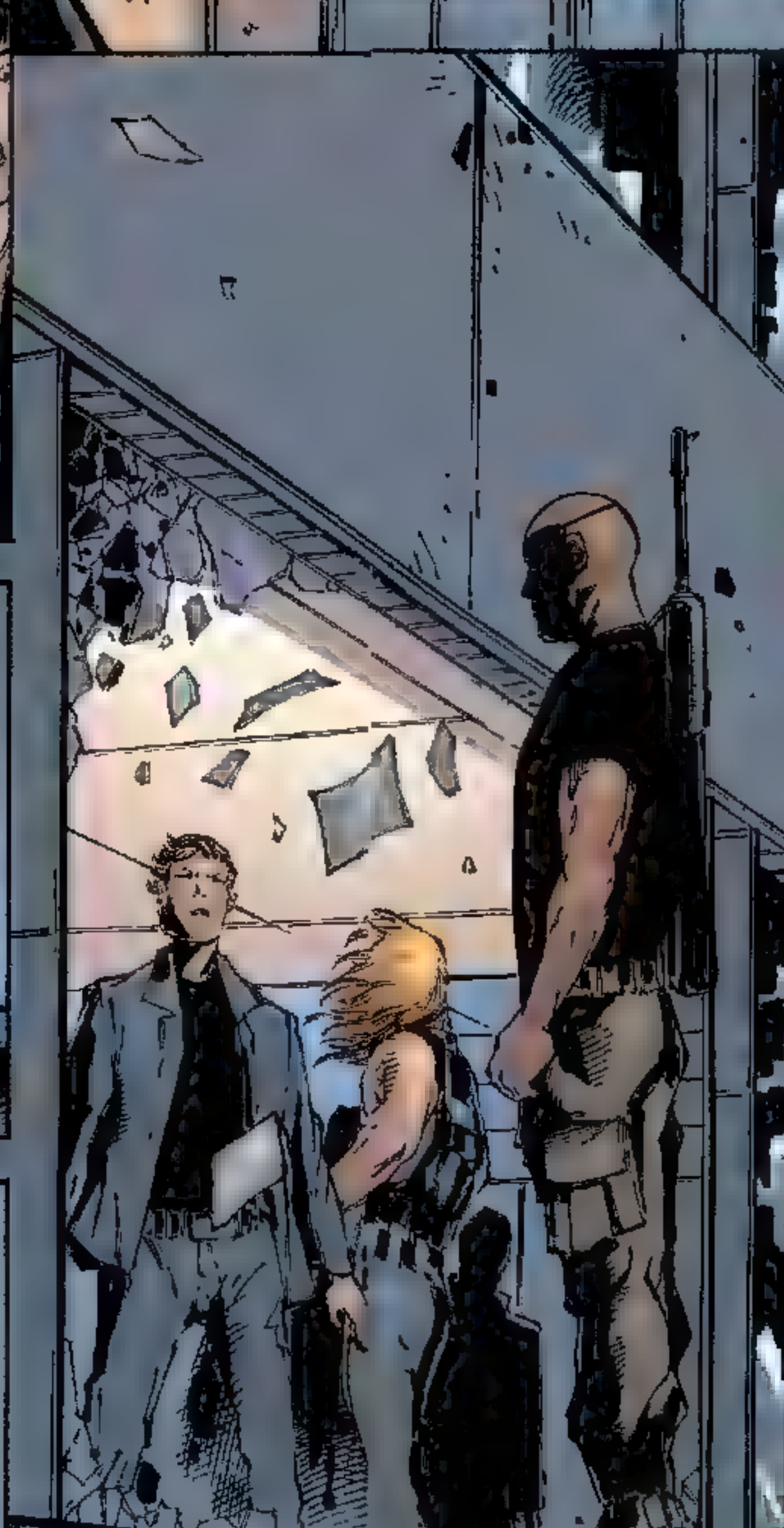
What is
going on here?
What is going
on here!

Kraven.

Kraven?
I-I-I-I don't
know *where*
he is!

L-last I saw
him, *you* guys
took him.

You took
him away and we--
we're almost
bankrupt,
man.



H-he was the *cornerstone* of
the syndication arm. Without him
we don't have--

Tony...?



We-- I haven't
heard from him.
He was the--

He's not
lying.



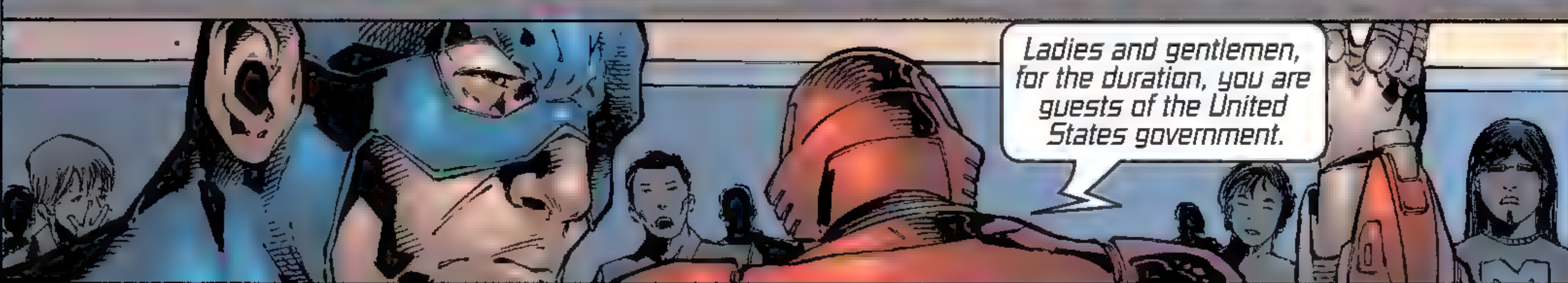
I don't know
anything!! I don't--
all we were going to
do is put on a--

Shut
up.



This-- *all* this is
seized. Freeze their
communications.

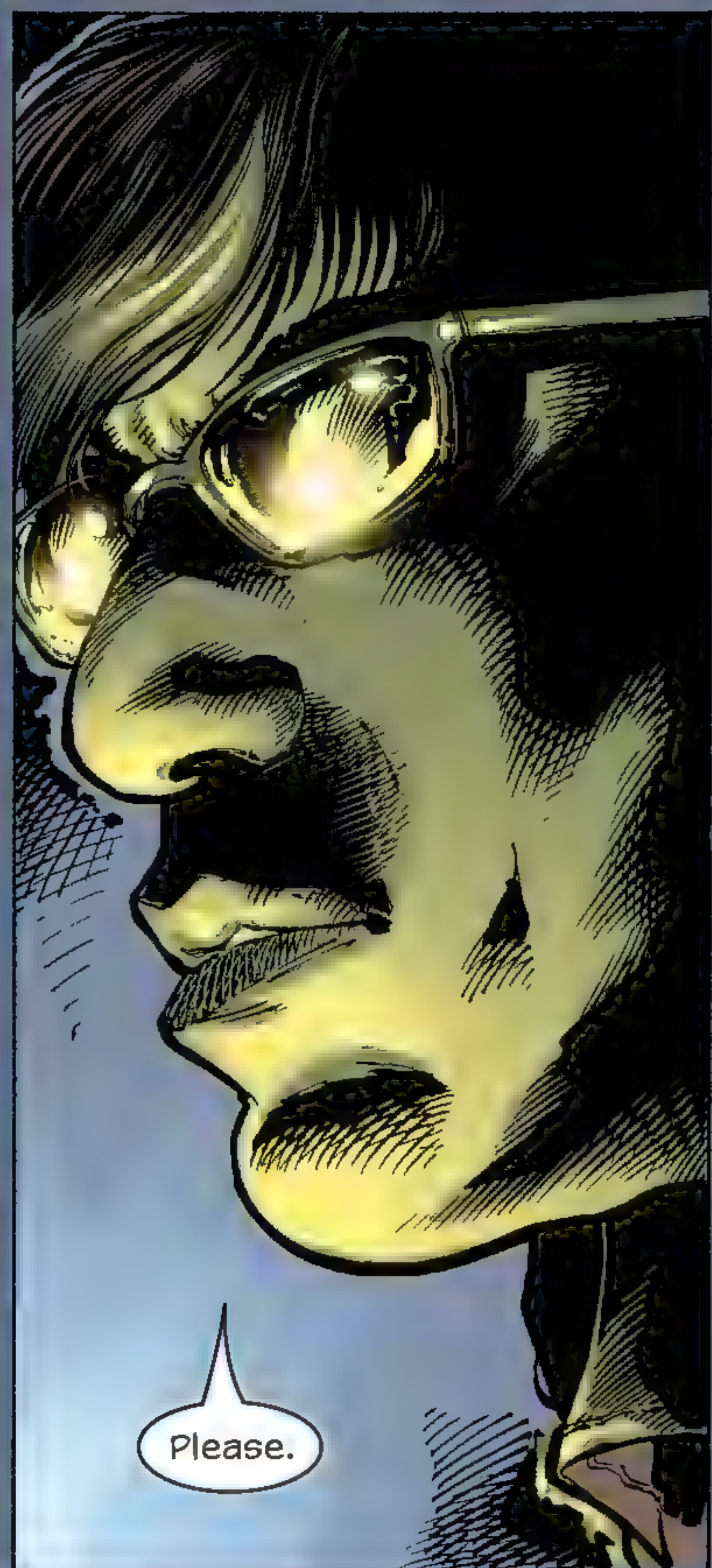
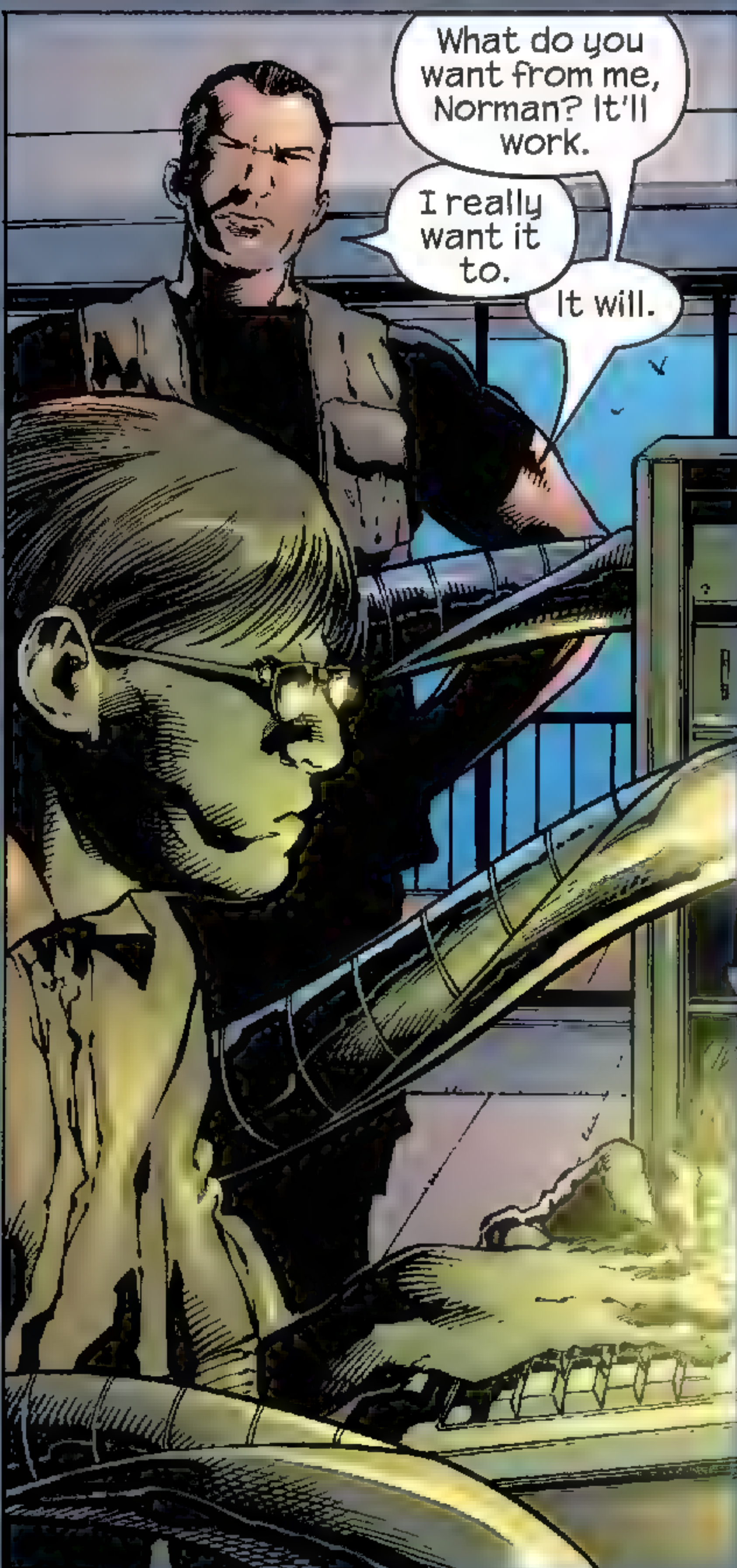
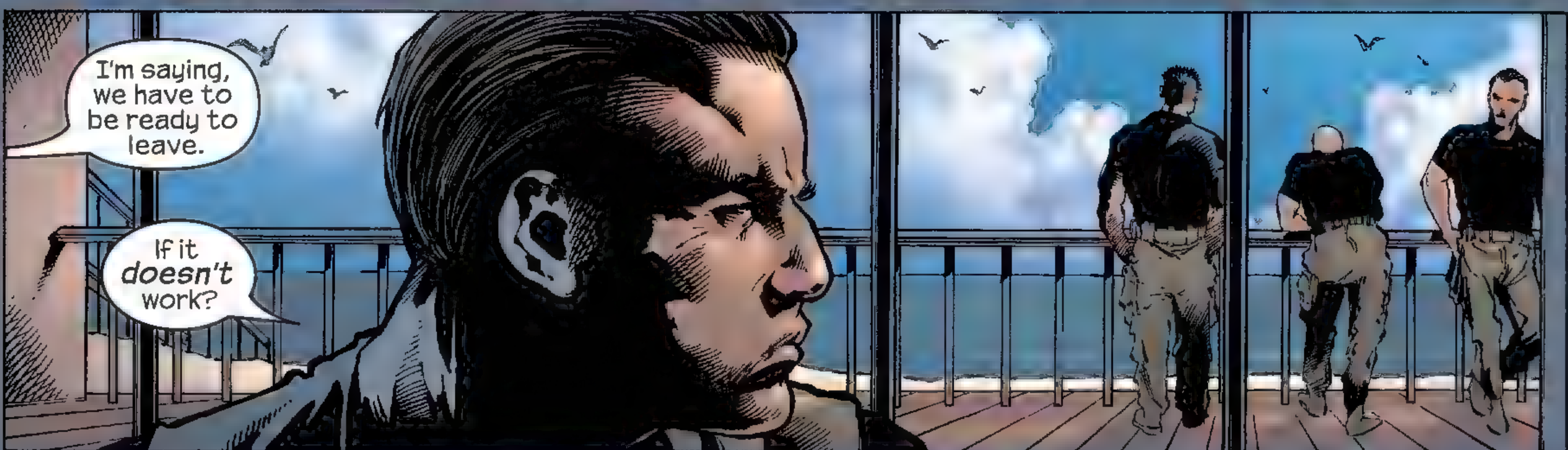
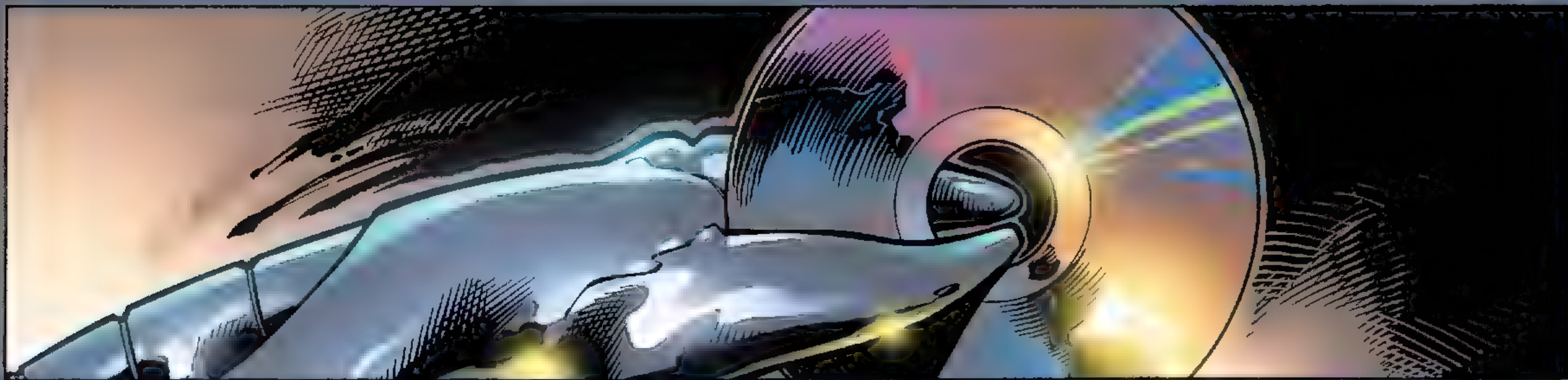
Everyone gets
questioned.



Ladies and gentlemen,
for the duration, you are
guests of the United
States government.

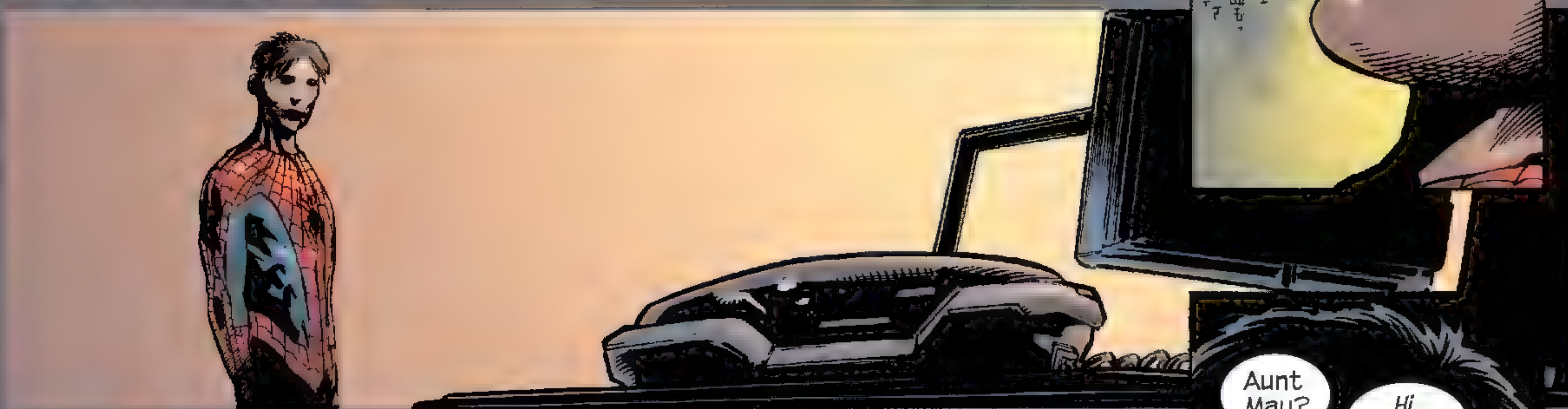
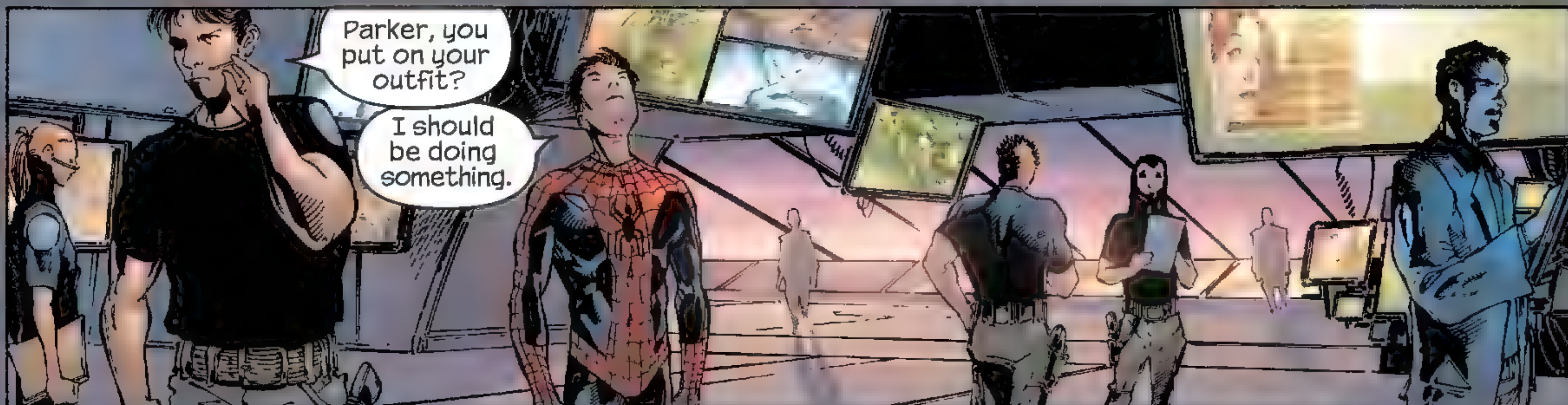


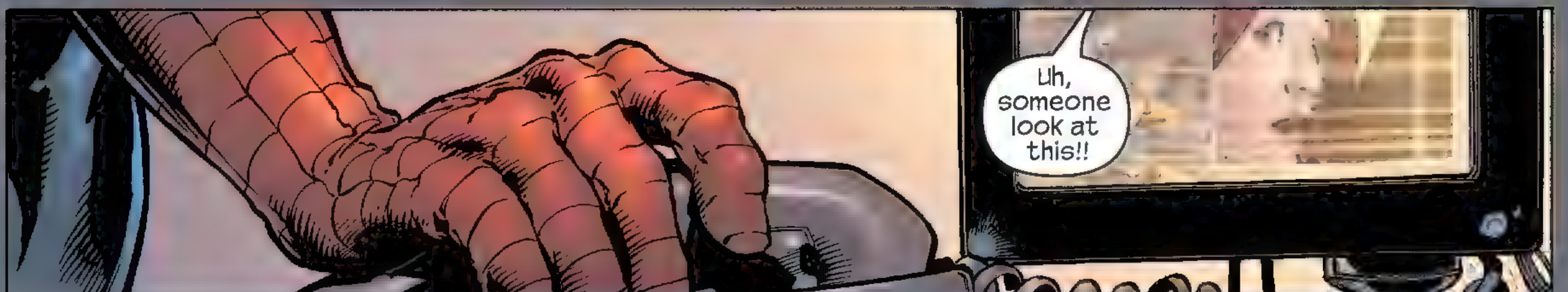
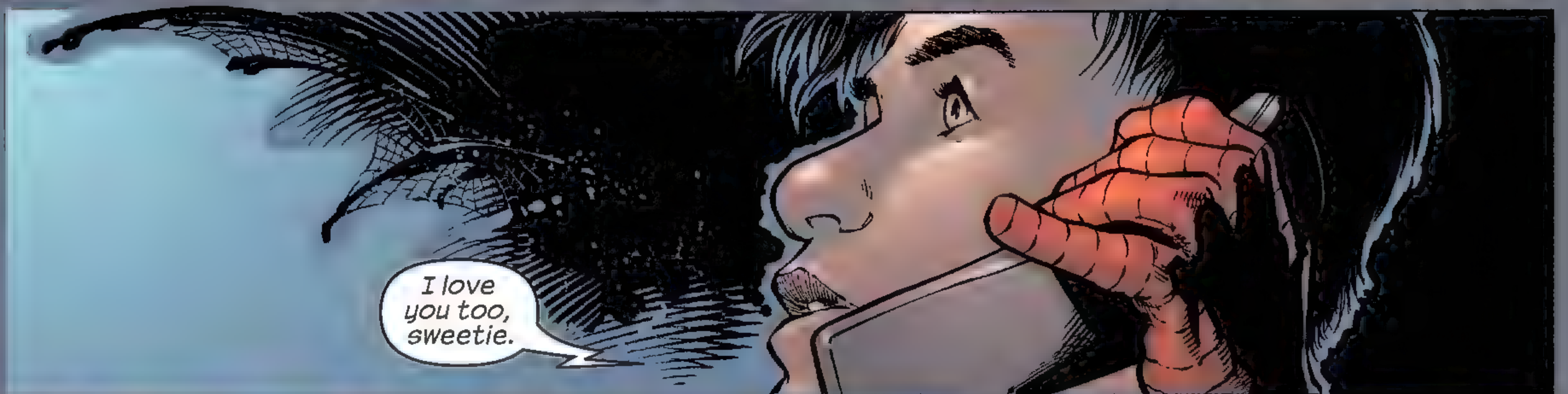
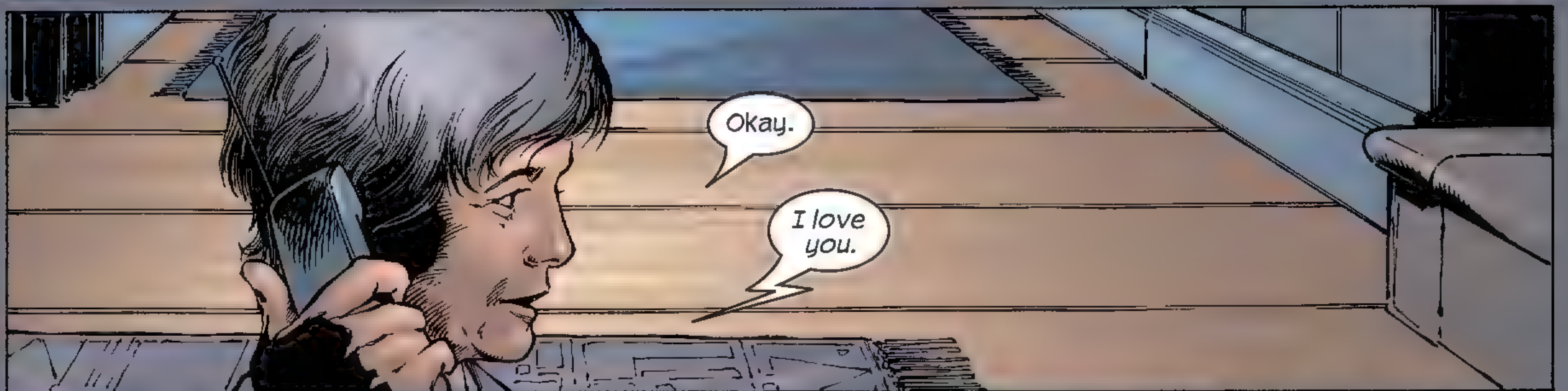
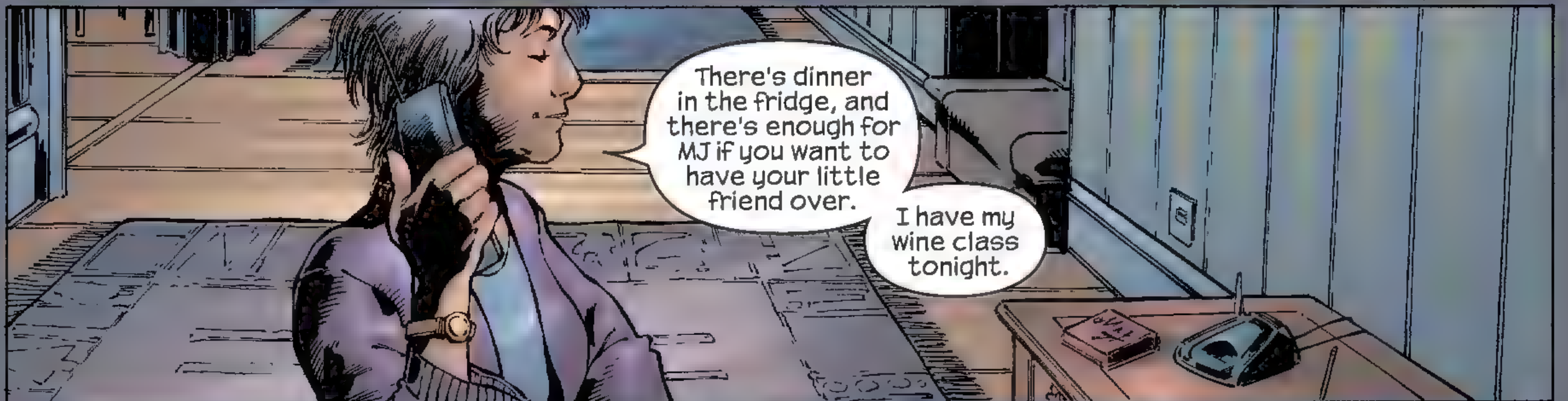
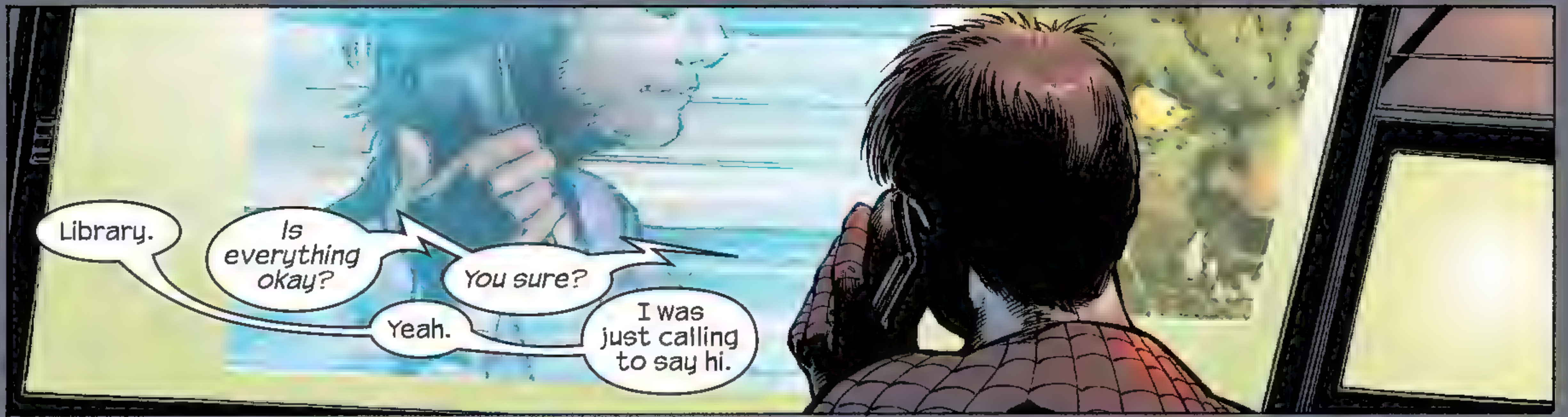
This will all
be over with
as soon as
we can--

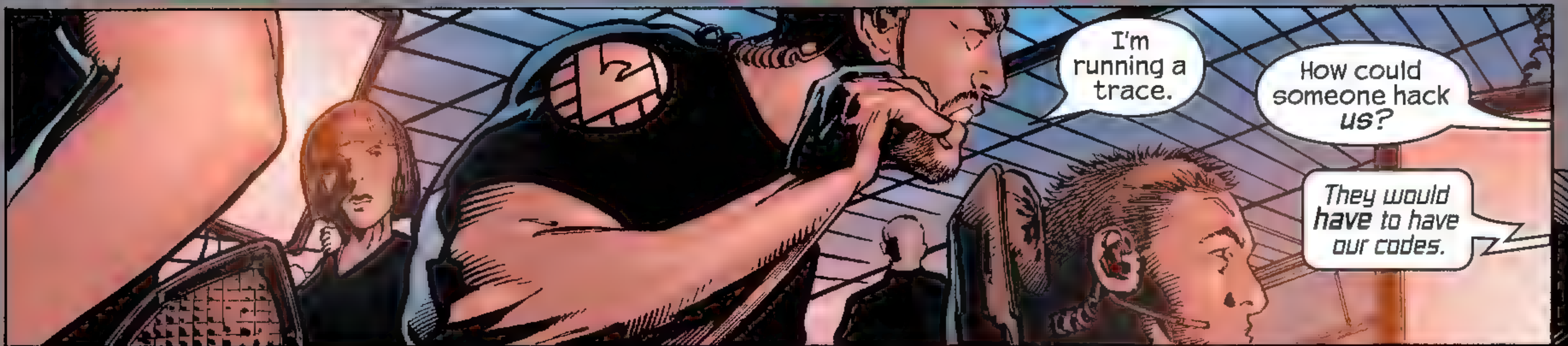
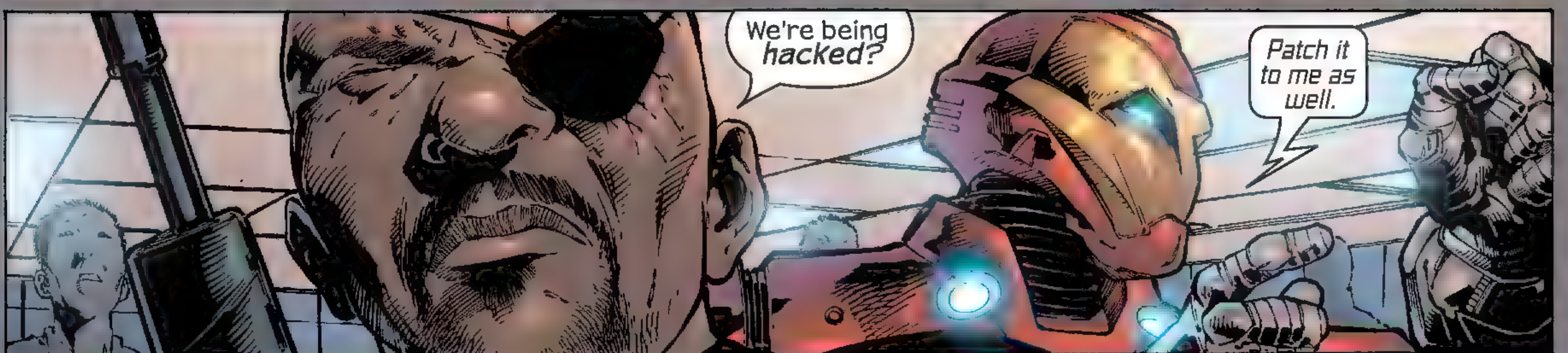


THE TRISKELION

Headquarters and home of The Ultimates, the U.S. sanctioned superhuman task force created by Nick Fury and S.H.I.E.L.D.









Oh my---!!
Banner!!

Auxiliary
power?

Banner?
Magneto!!



Uh-oh...

Fury---!
Get Fury!

Uh...

Oh, no!

Security
breach!

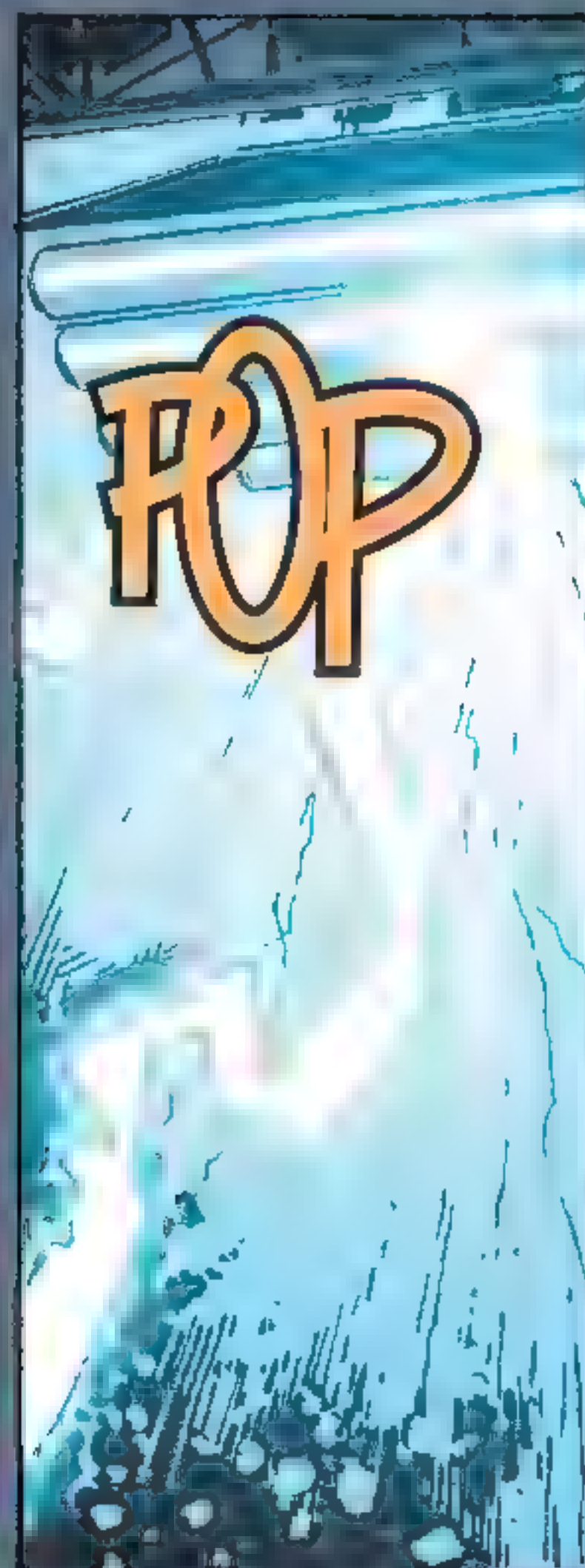
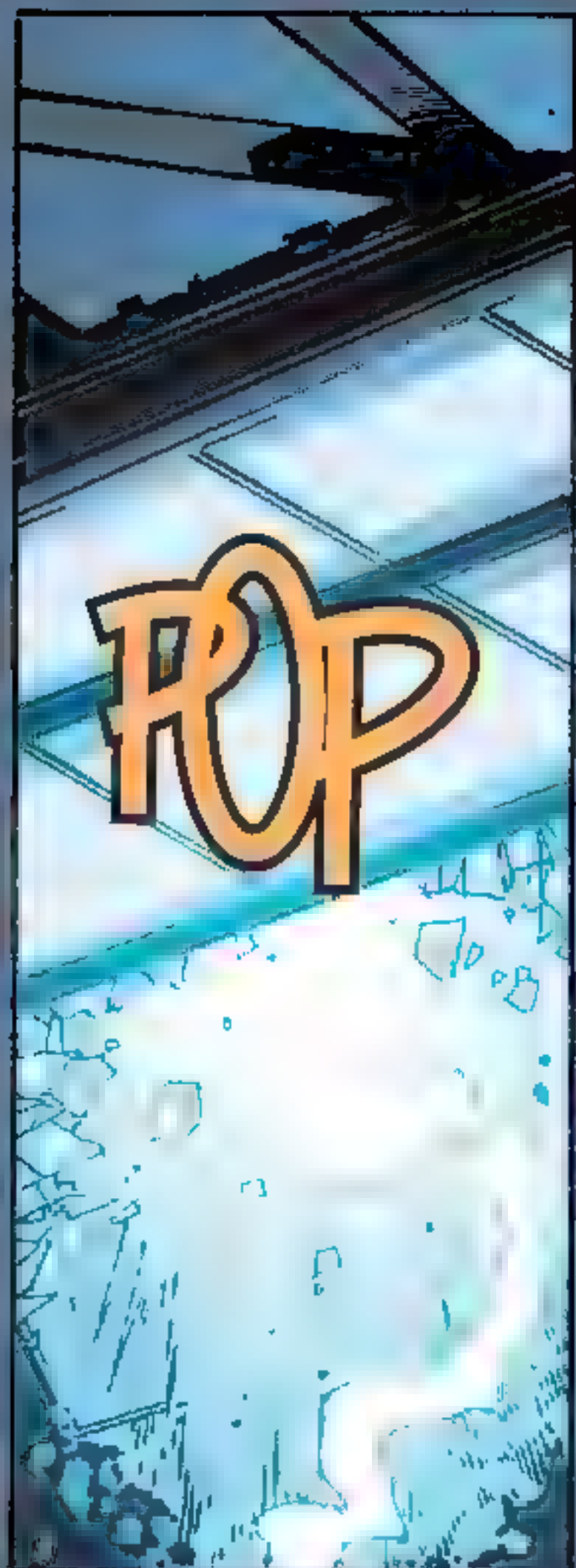


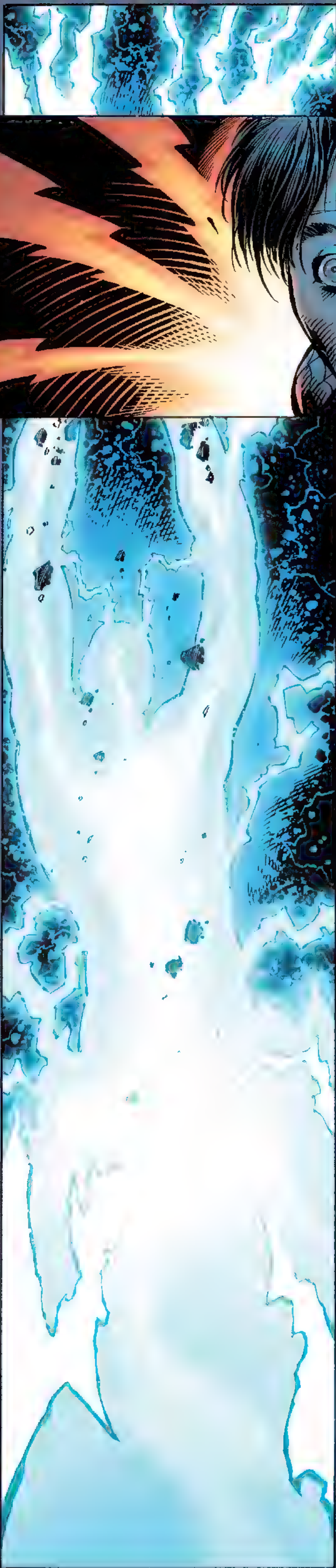
Lockdown!

Magneto is
locked up on the
premises!!

Oh, no!

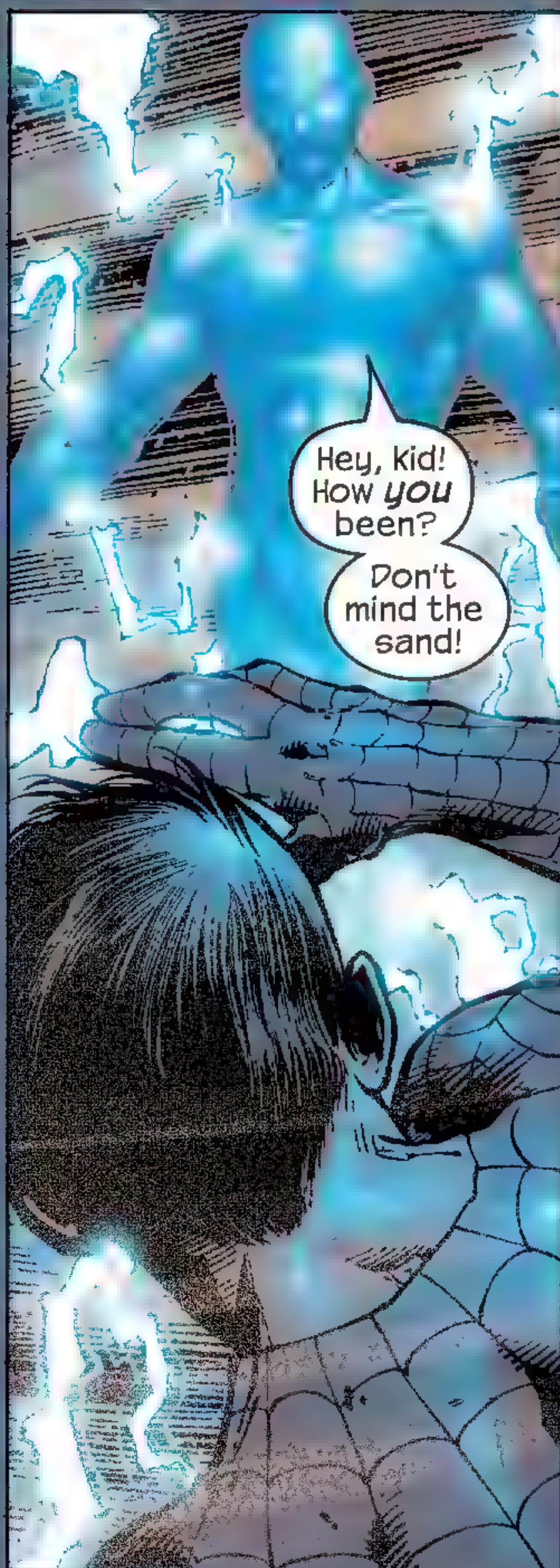
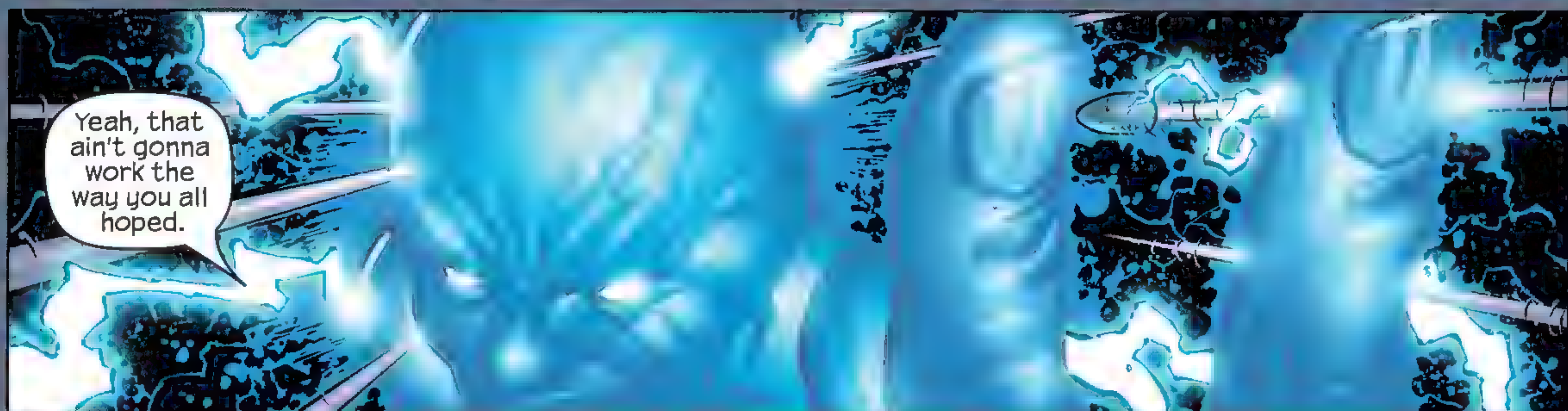
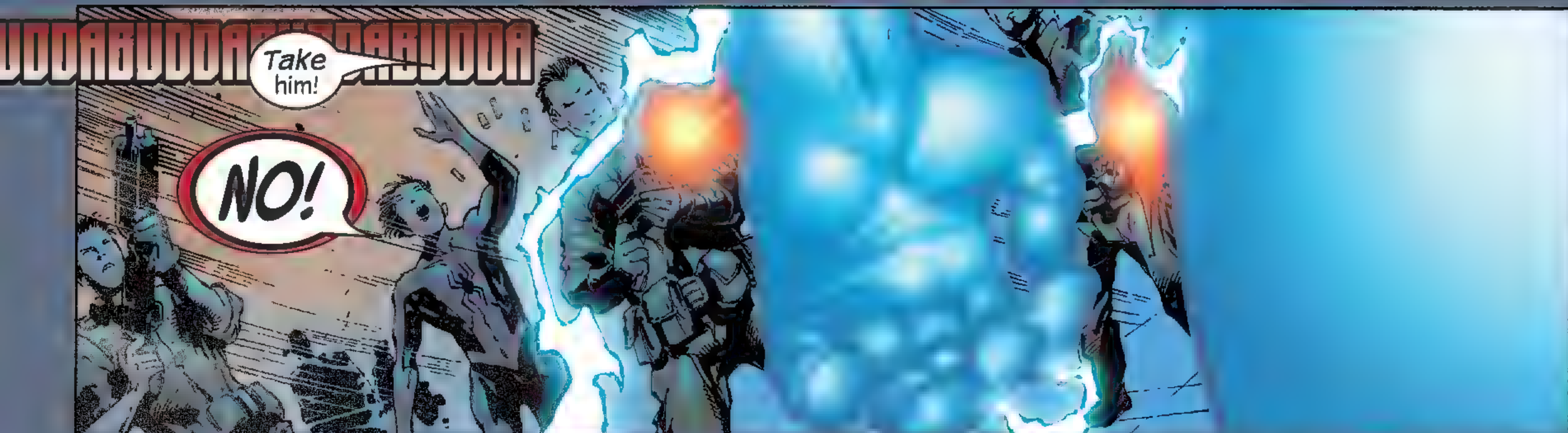
Abandon
your posts

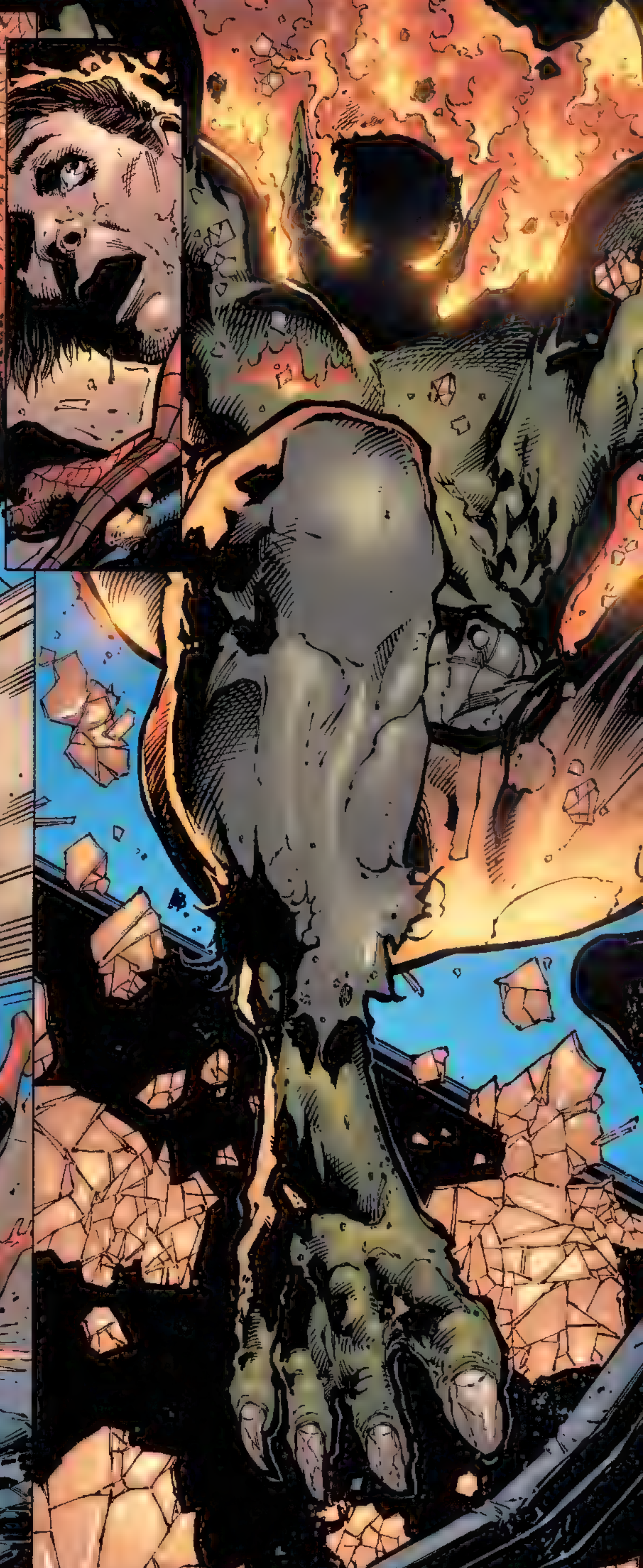
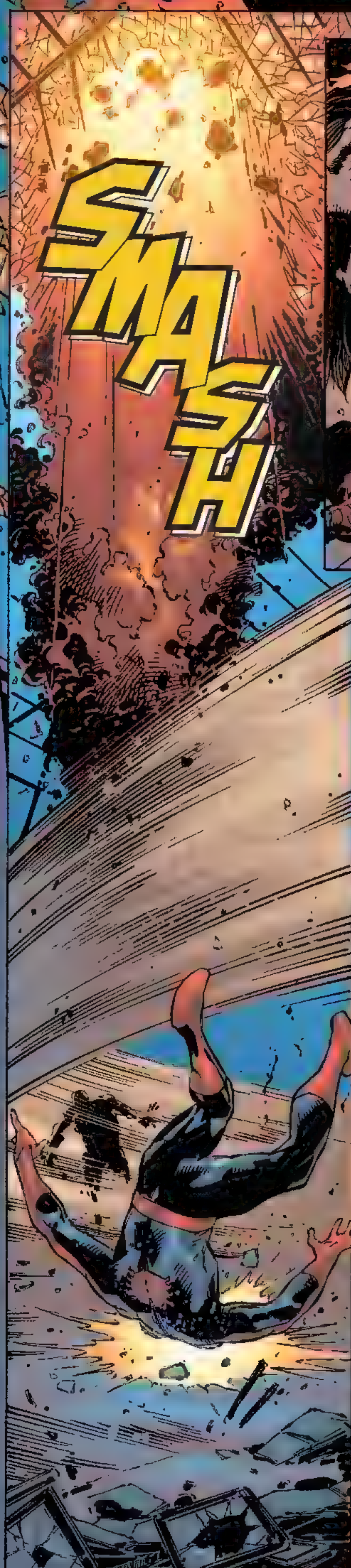


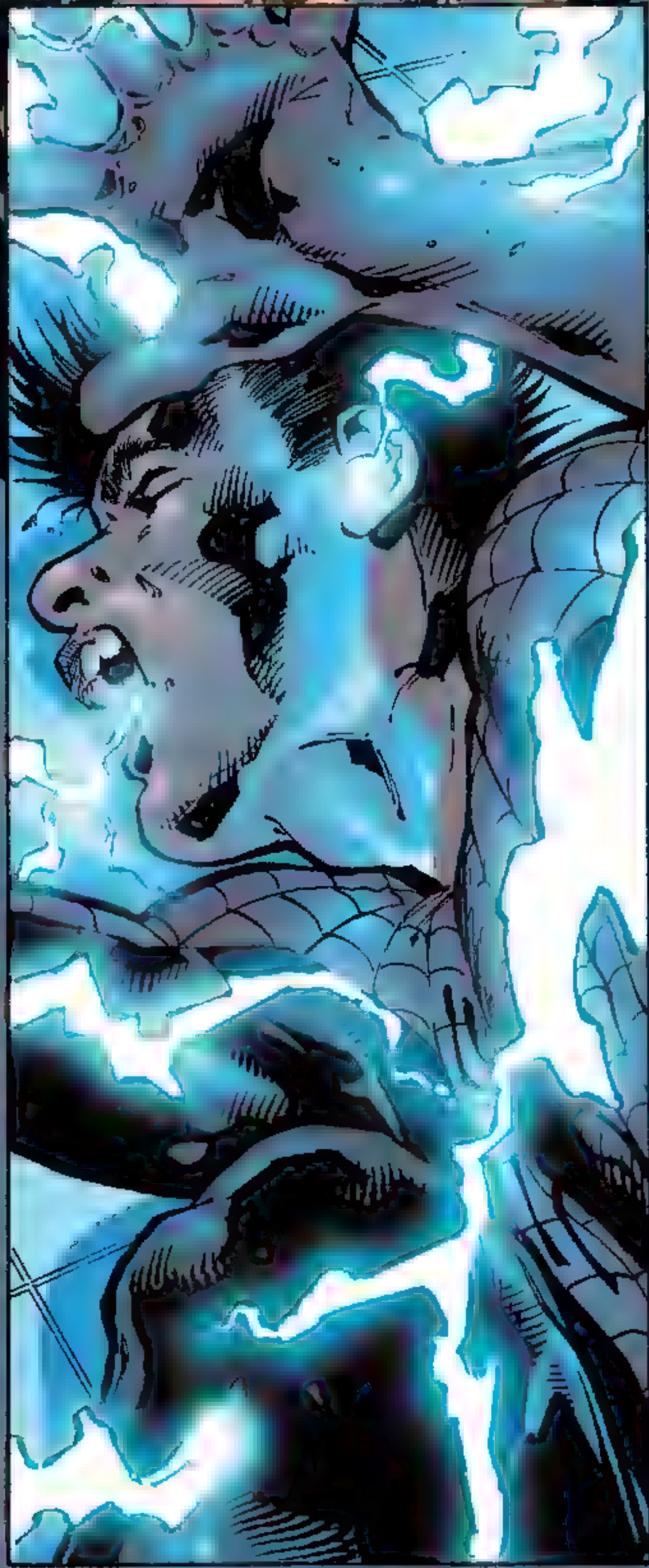
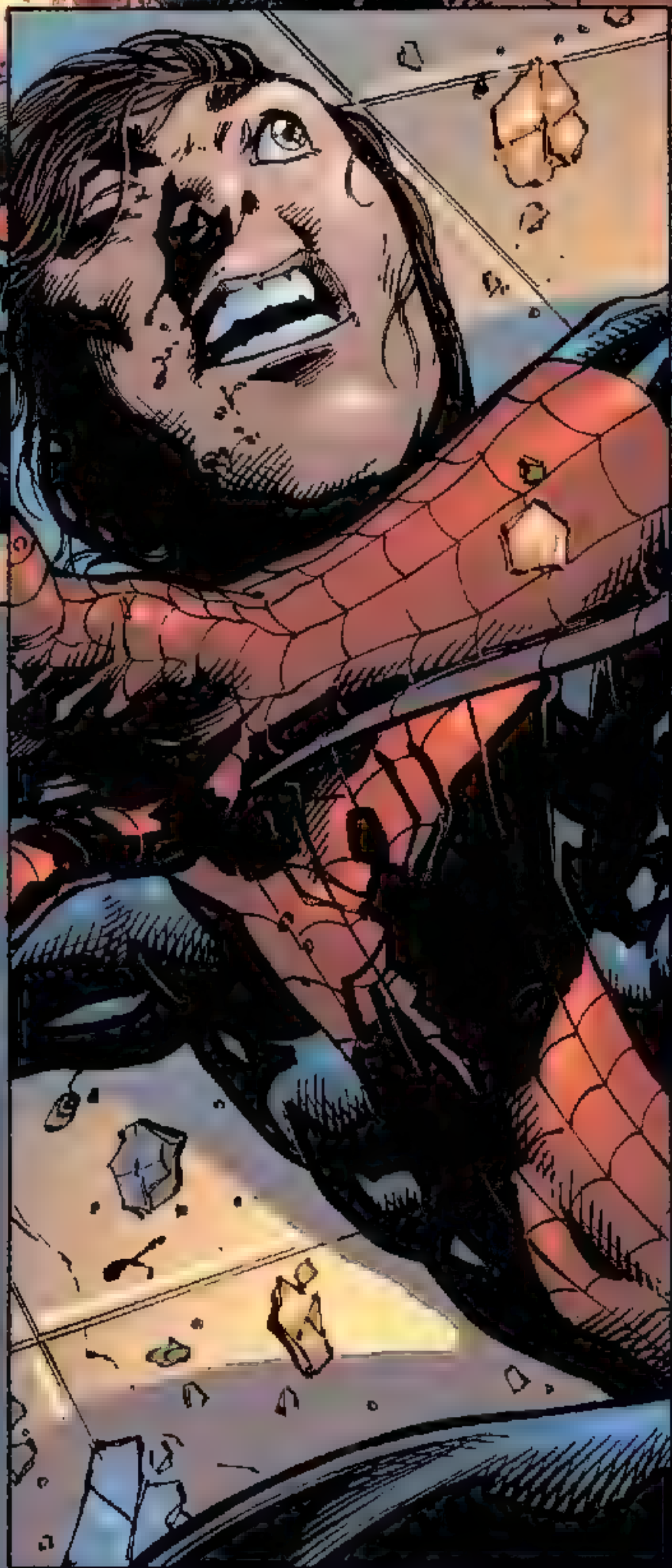


You guys like that?!!

(I think I did that really well.)







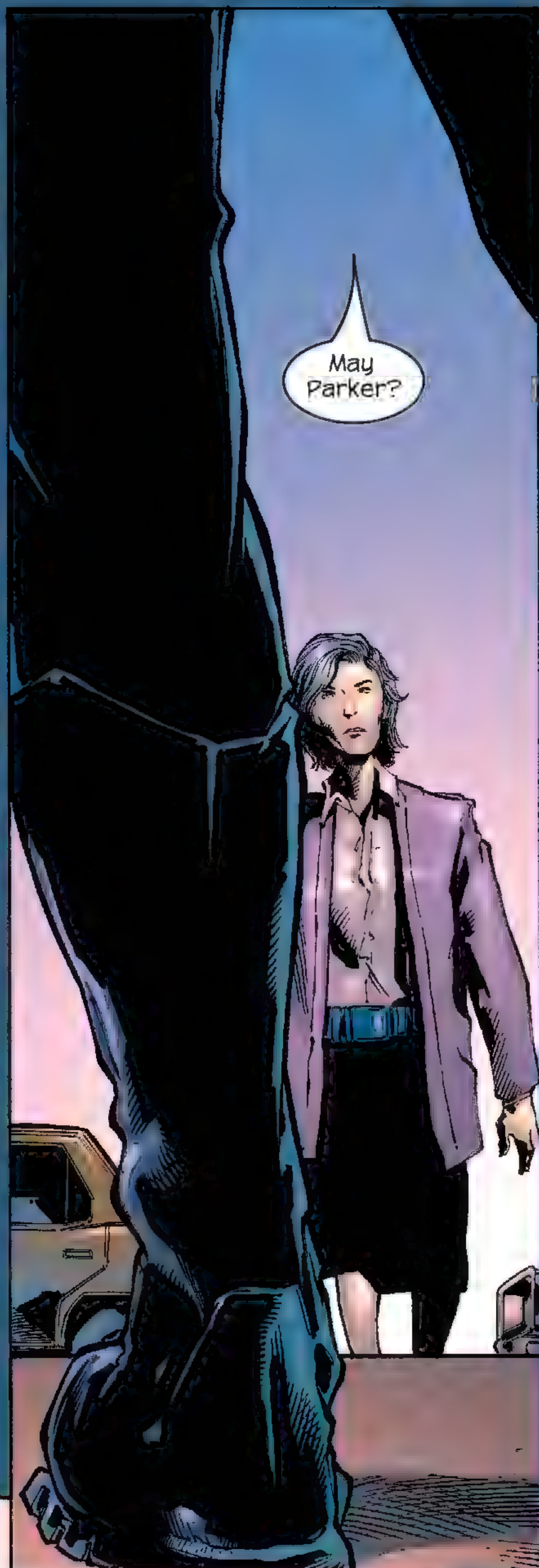






Good night, May.

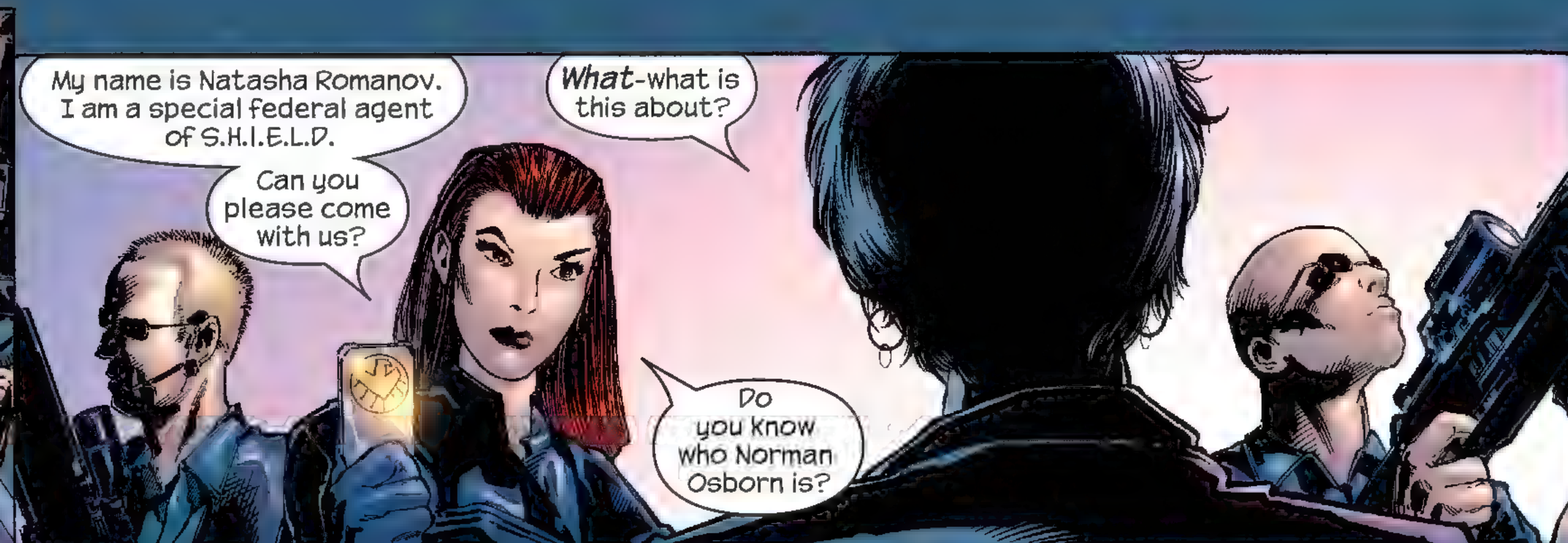
Good night, Doris.



May Parker?



Yes.



My name is Natasha Romanov. I am a special federal agent of S.H.I.E.L.D.

Can you please come with us?

What-what is this about?

Do you know who Norman Osborn is?



Yes.



And what is your relationship to him?

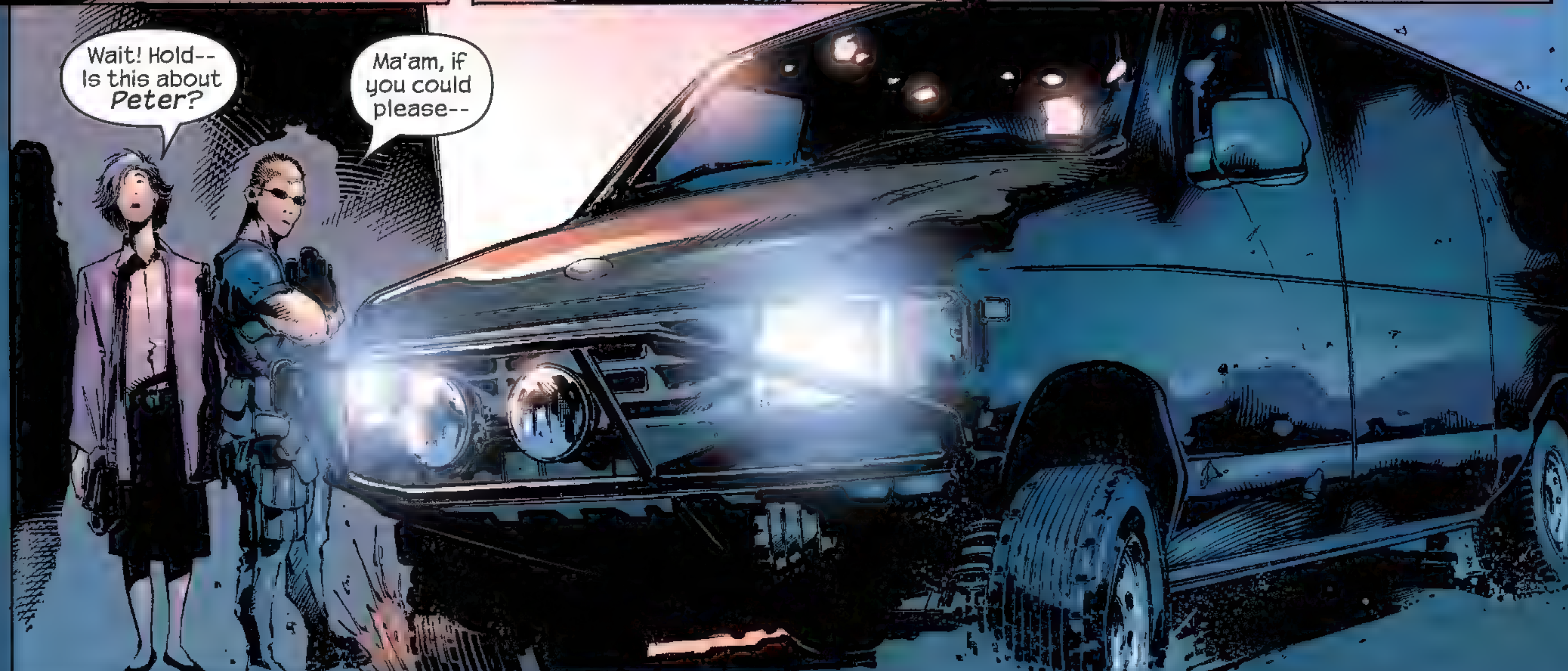
I have- un- I have *no* relationship to him.

He is the father of Harry Osborn, and Harry- Harry used to be friends... with my nephew.

Peter.

Yes.

If you'd please come with us.



Wait! Hold-- Is this about **Peter**?

Ma'am, if you could please--

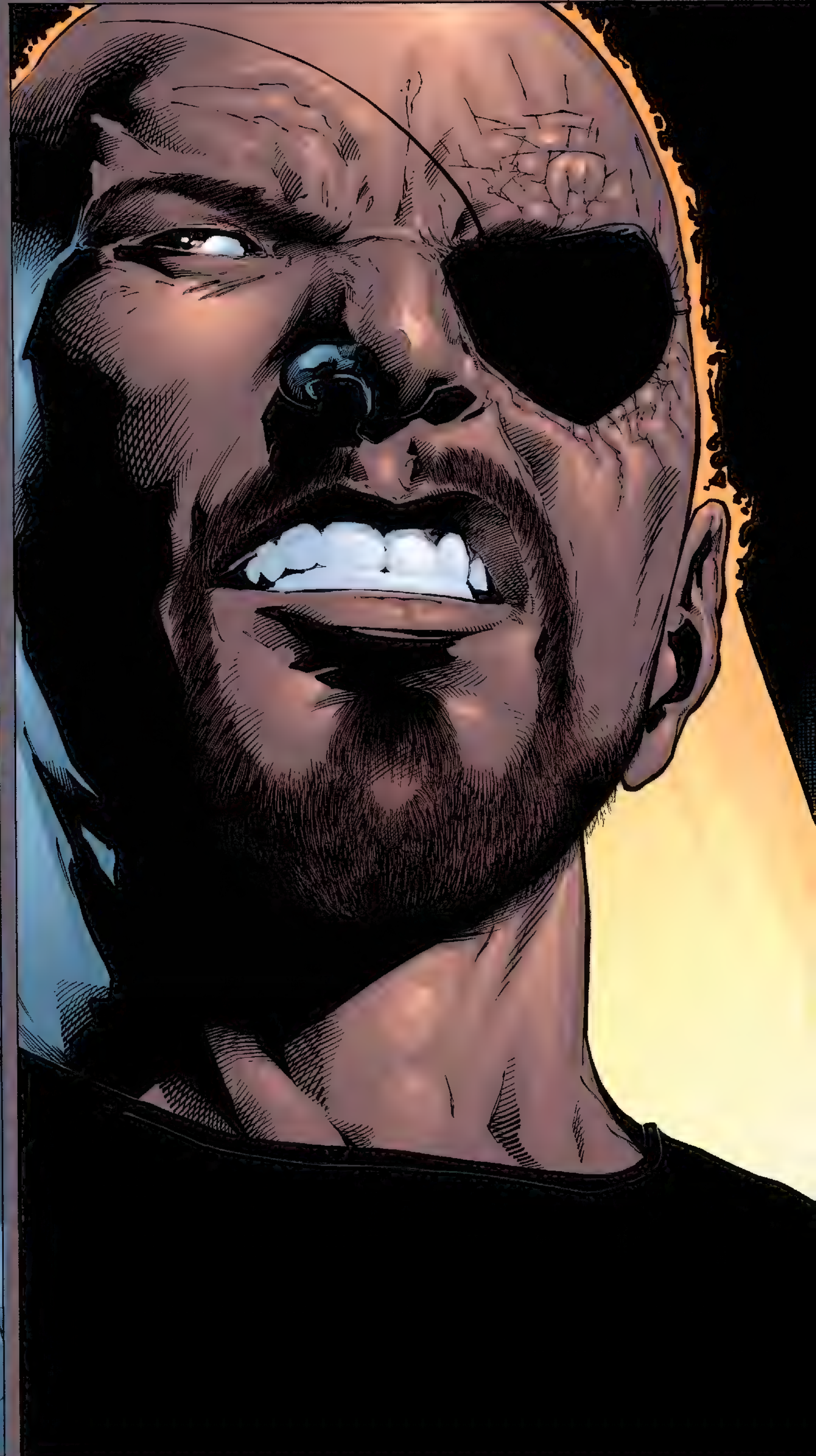


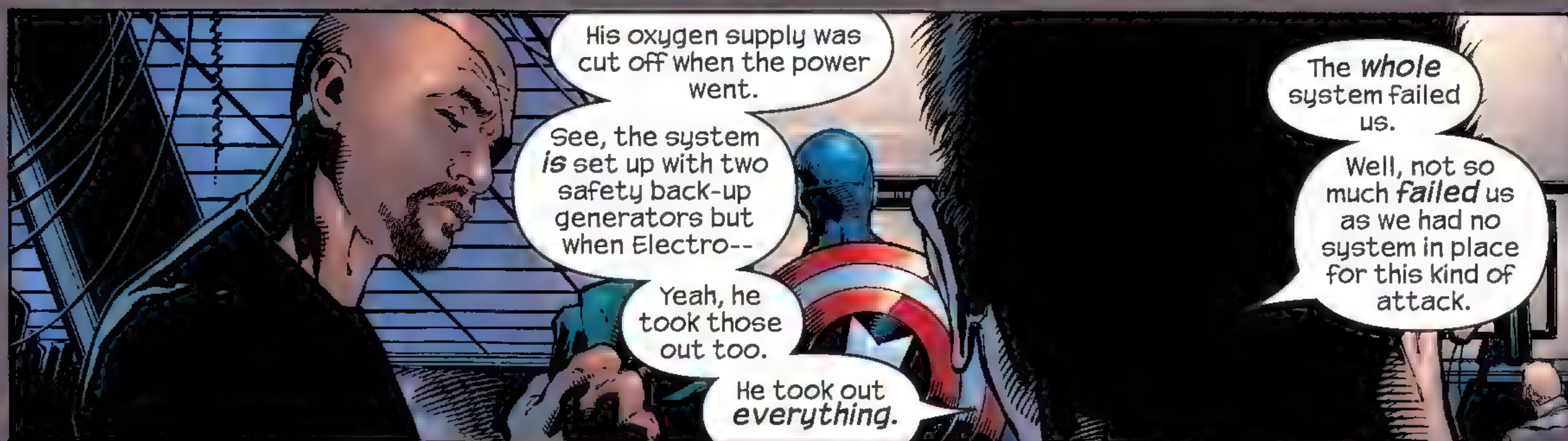
No, now!! You *tell* me!!

What's happened to Peter??

THE TRISKELION

Headquarters and home of the Ultimates, the U.S. sanctioned superhuman task force created by Nick Fury and S.H.I.E.L.D.







He's breathing.

I can't tell.

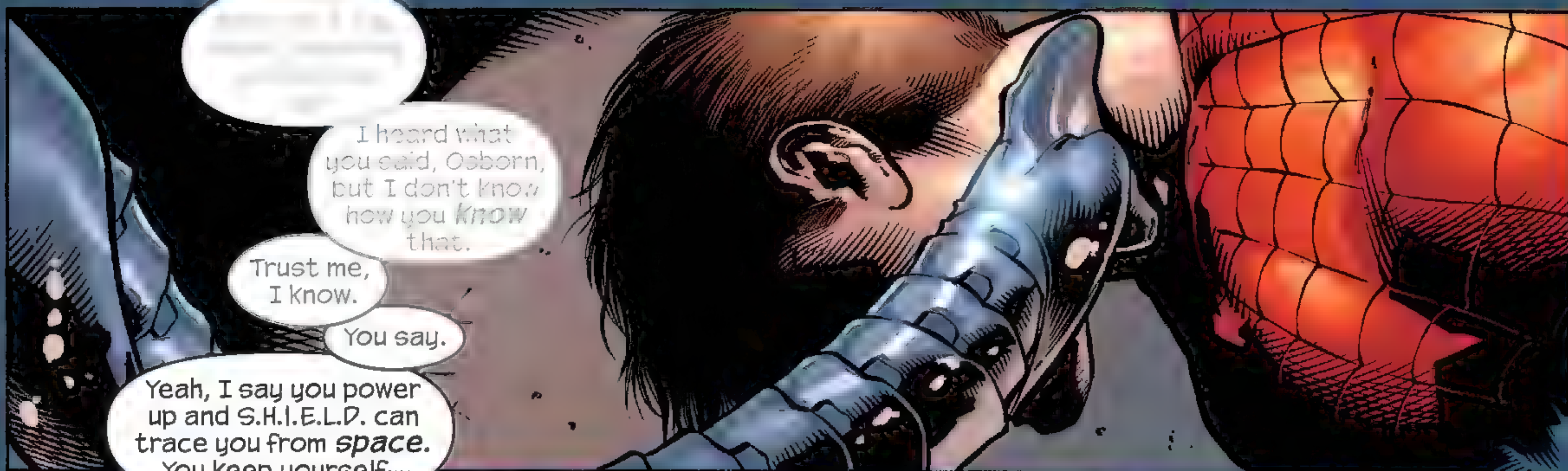
He's fine.

Wake him up.

Let me do it.

No.

Let me--



I heard what you said, Osborn, but I don't know how you *know* that.

Trust me, I know.

You say.

Yeah, I say you power up and S.H.I.E.L.D. can trace you from *space*. You keep yourself--



How so-- how they gonna *trace* me?

If you shift your genetic structure outside normal human ranges any one of a *dozen* S.H.I.E.L.D. tracking satellites will warn any one of a dozen--

What about Doctor Octopus over here?

Ugh. Otto's genetics are different than the rest of ours. His are in a constant state of flux while the rest of us shift--

Okay. All right.

Dillon... Electro (whatever you want me to call you)... you are going to have to learn to let a man finish his sentence.

If I ever hear a sentence worth finishing come out of your--

Guys.

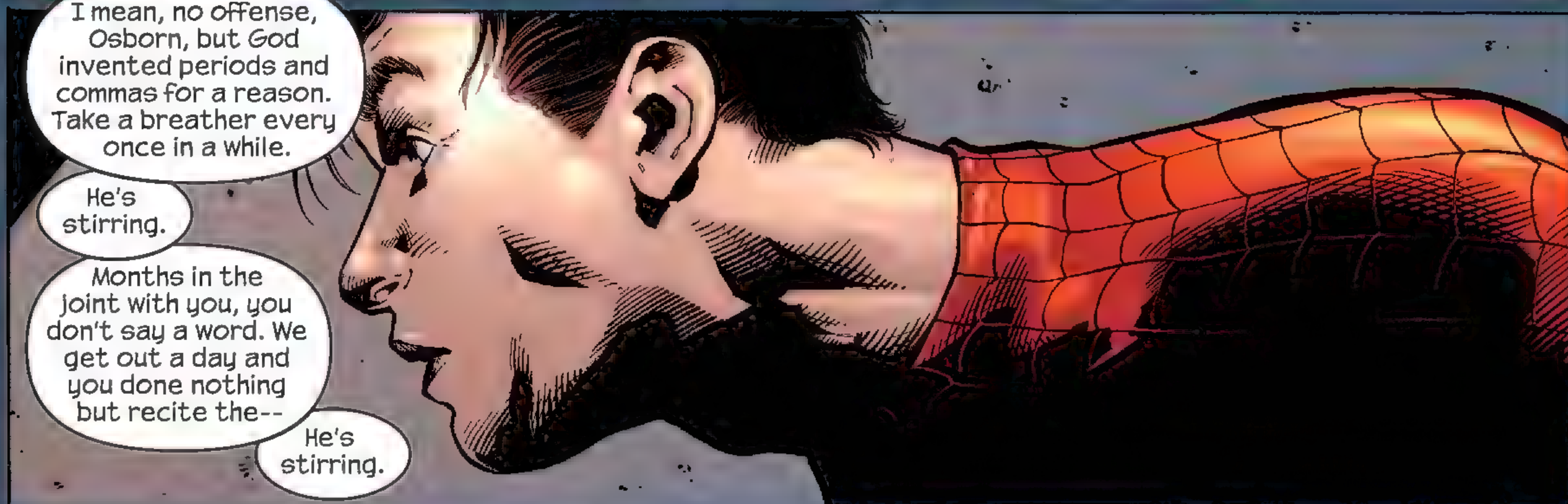


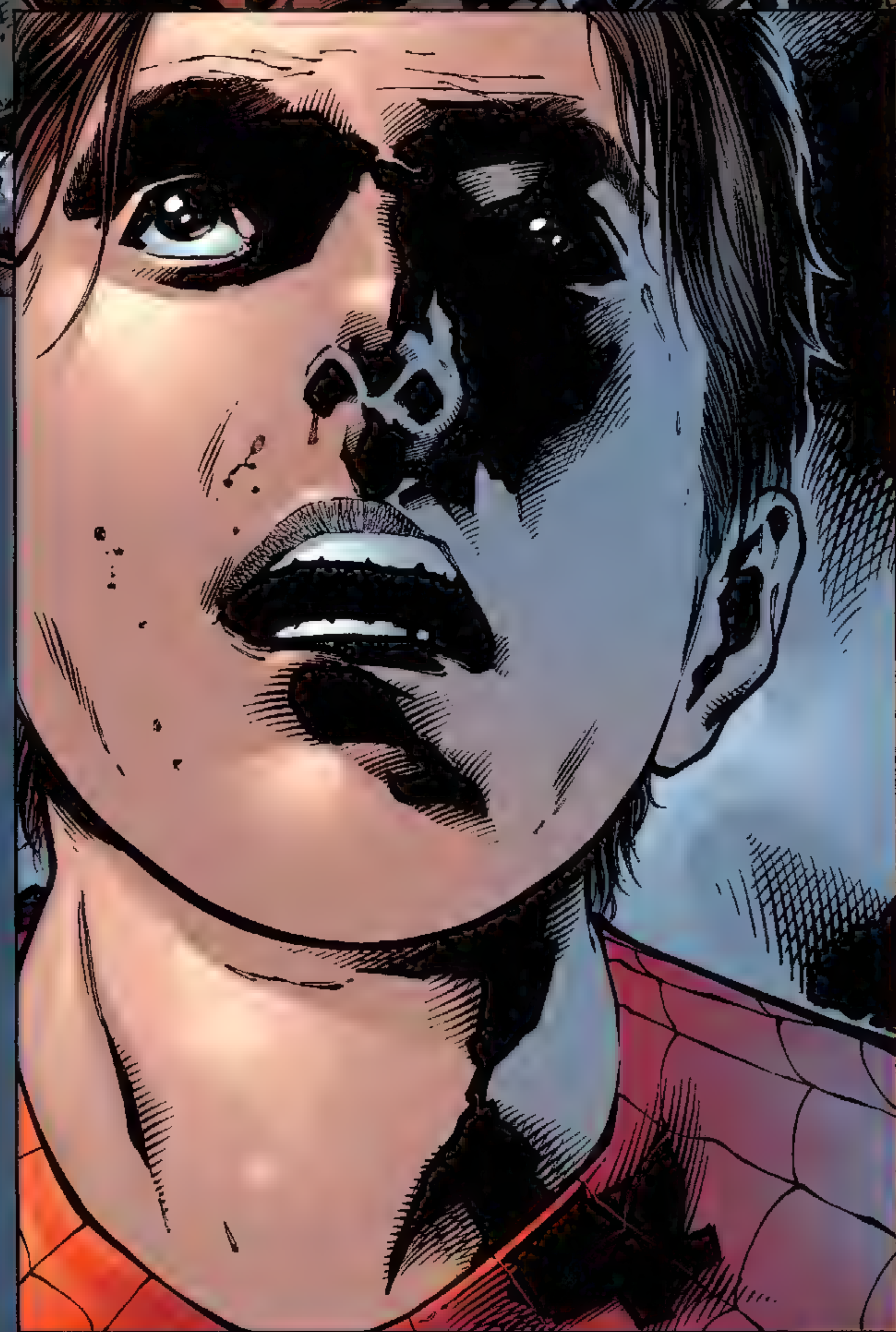
I mean, no offense, Osborn, but God invented periods and commas for a reason. Take a breather every once in a while.

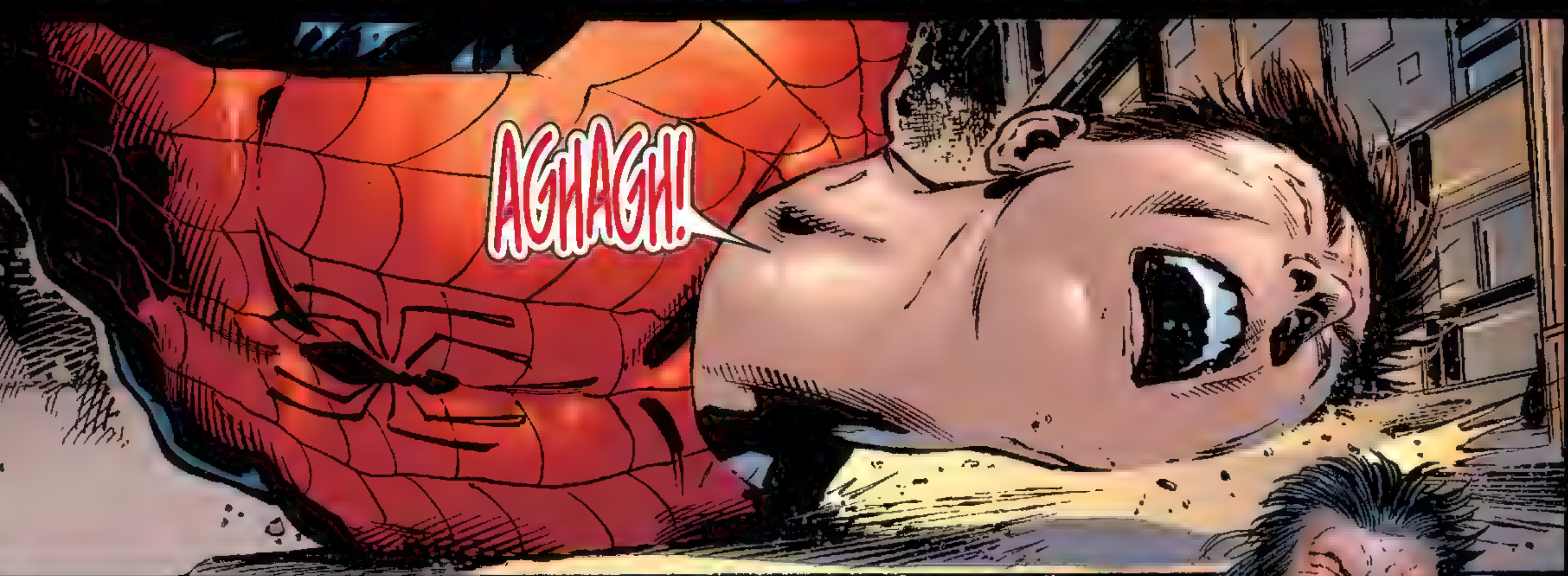
He's stirring.

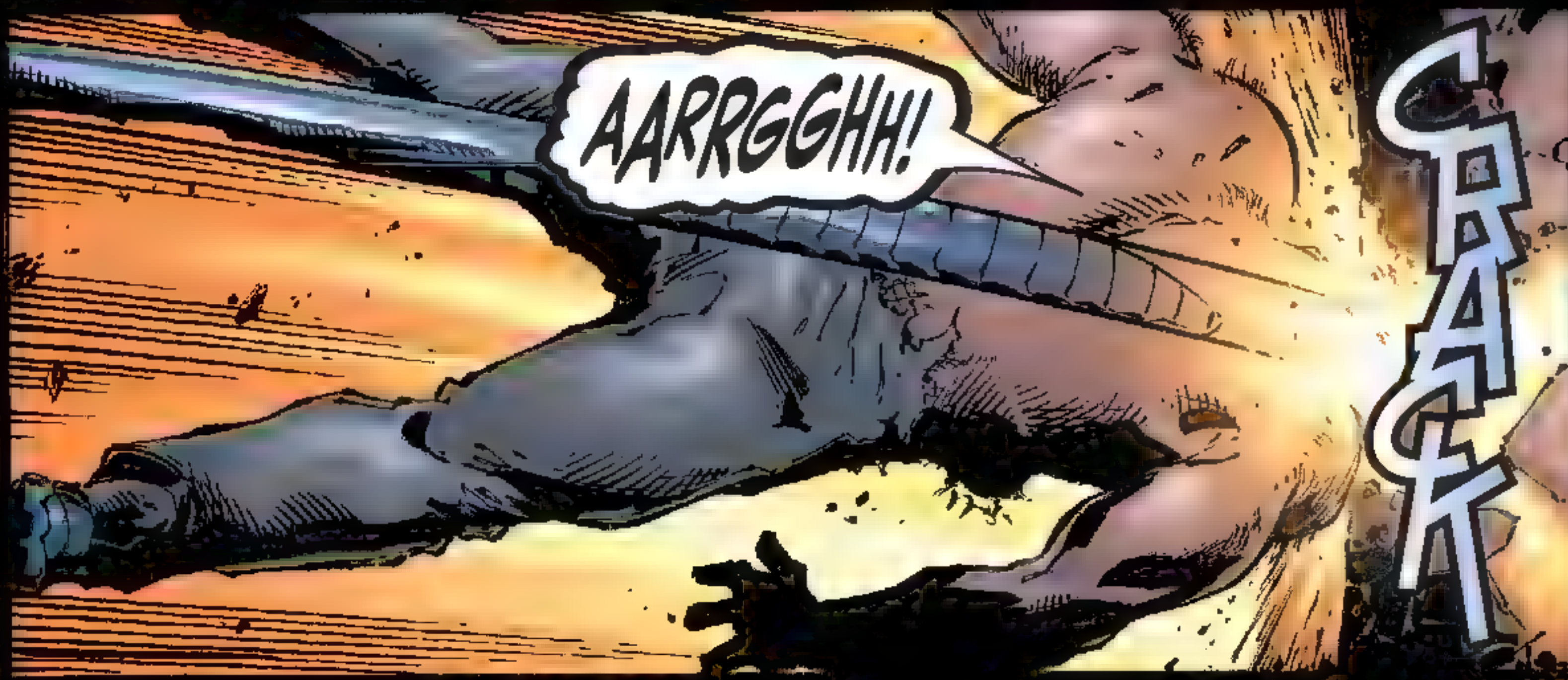
Months in the joint with you, you don't say a word. We get out a day and you done nothing but recite the--

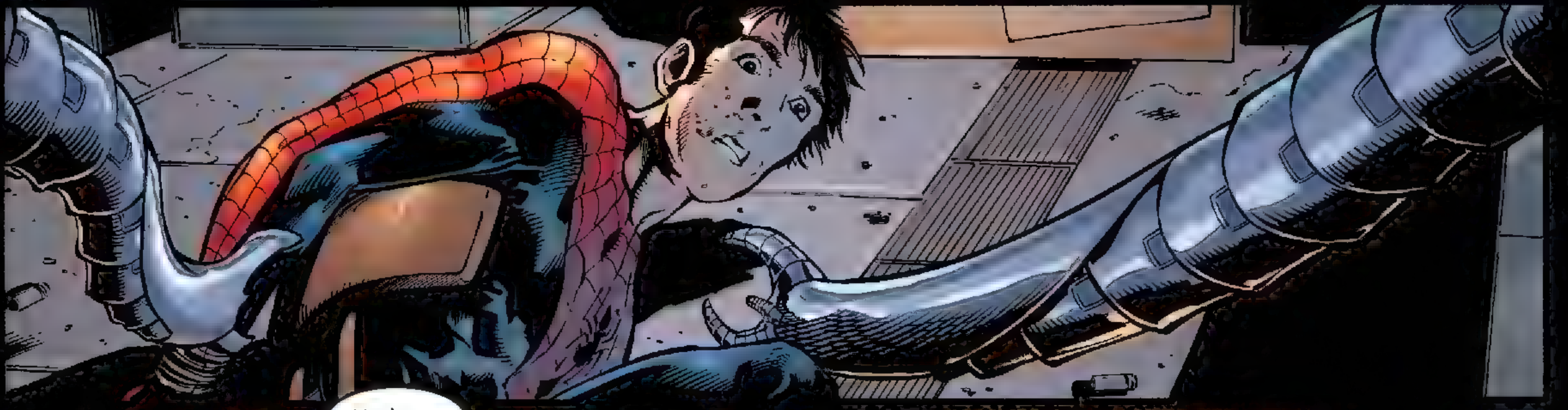
He's stirring.



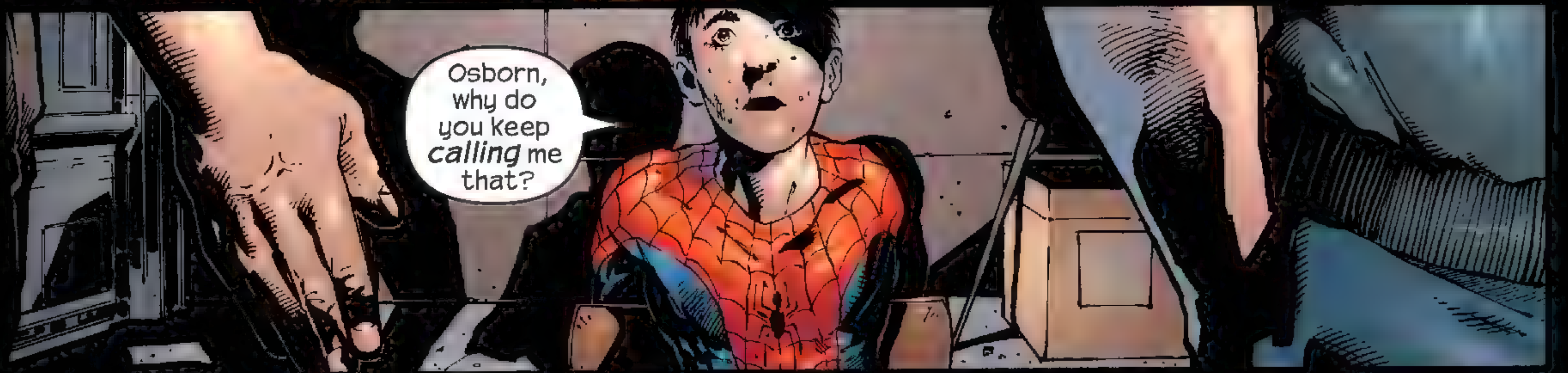
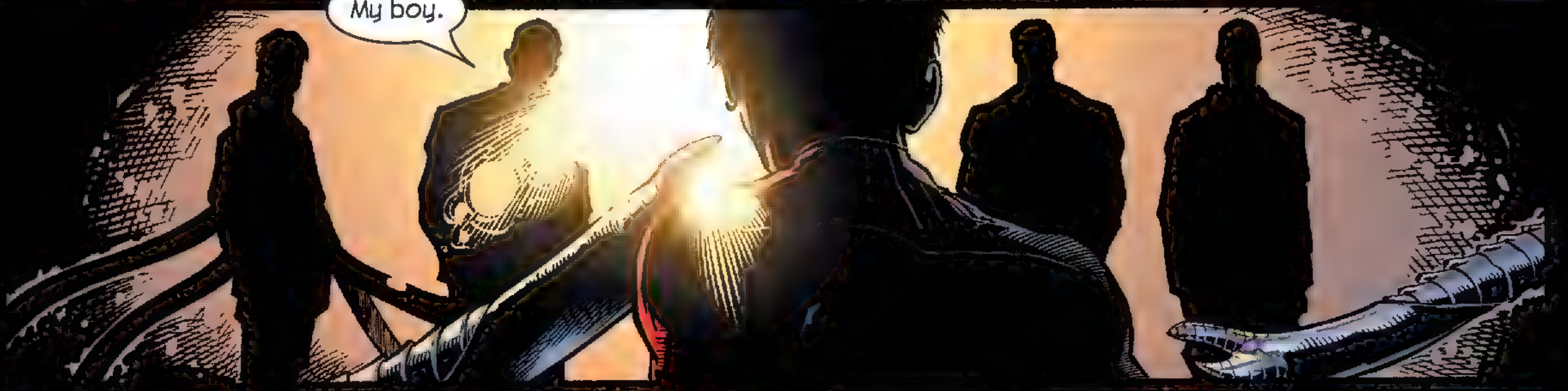








My boy.



Osborn, why do you keep calling me that?



Peter, you are, simply said, my finest hour.

You are my greatest creation.

We created you, Otto and I. We created Spider-Man.

In a way, really, Otto and I are your parents.



You were like everyone else, just a boy, and your real parents gave birth to the *boy*...

But now, because of us, you're *so* much more...

You're absolutely perfect.

And you...

...are just all *kinds* of crazy.



It's okay, Peter.

The last time you and I were in the same room...

Well, that for *me*, that was an *adjustment* period.

I hadn't come to *grips* with my new life.

My body, my mind...

It was all new.

It was an adjustment period.



The problem as I see it-- the reason you and I have so much work cut out for us...

...is that you've been hanging around with the *wrong* people.



Impressionable young man, out there in the world, forced to grow up faster than you should...

No father, no male role model to speak of... and along comes *Nick Fury*.

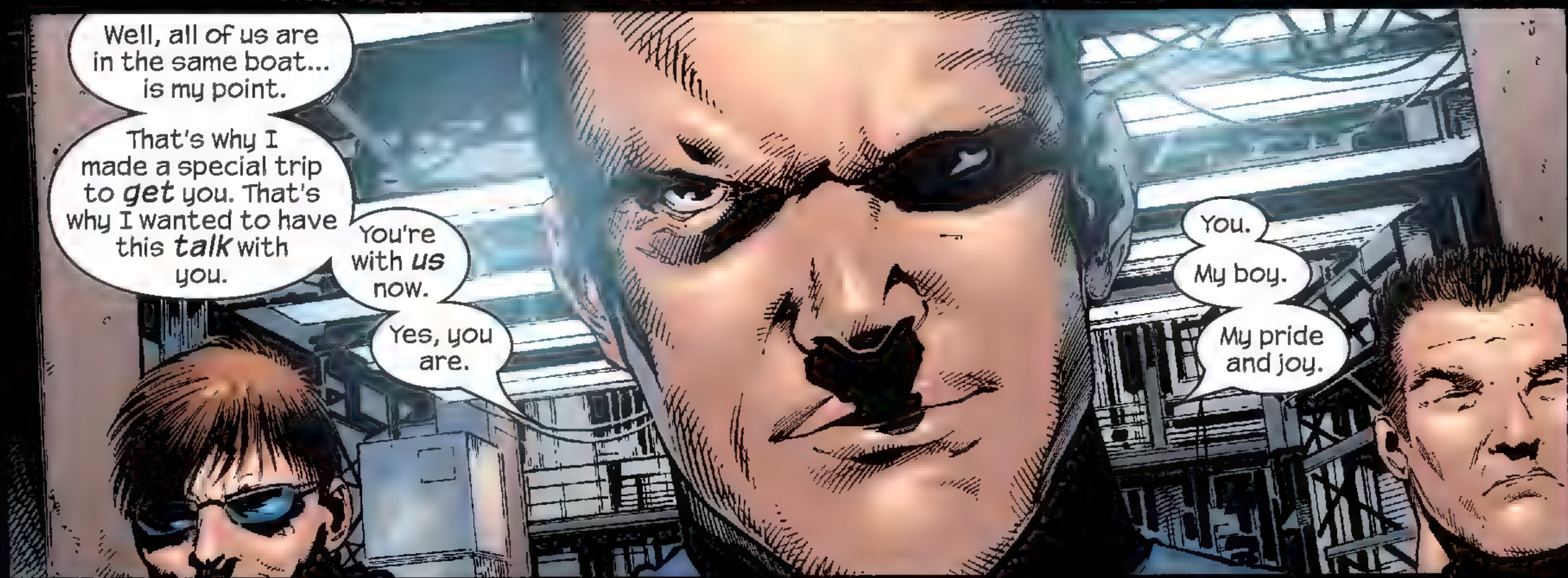
And he talks his talk and he tells you all these things.

A "man of power"... it's all understandable.

And you shouldn't kick yourself for falling for it.

But the facts are the facts, and all of us-- *all of us* in this room are *victims* of his lies.

Of his *dirty* deals.



Well, all of us are in the same boat... is my point.

That's why I made a special trip to *get* you. That's why I wanted to have this *talk* with you.

You're with *us* now.

Yes, you are.

You.

My boy.

My pride and joy.



And I am excited for you now, because you are going to learn what kind of a man you *really* are.

You are going to take my hand and you are going to open your eyes and you are going to see the world the way it *really* is.

You are going to lash out at those who would *oppress* you...

Those who *lied* to you.



And you are going to be there with us on this history-making day.



AAGGH!!

SMASH

CRACK

Just-AAGGHshut up!

Listen, you- you--

I have no idea what you are *talking* about!!

All of you are nutty nut bars from the nut farm, but *you*, Norman Osborn, you really are a *complete* and *total* goofball!



I am *not* your boy!!

I am *not* your creation!!

I was an *accident*!

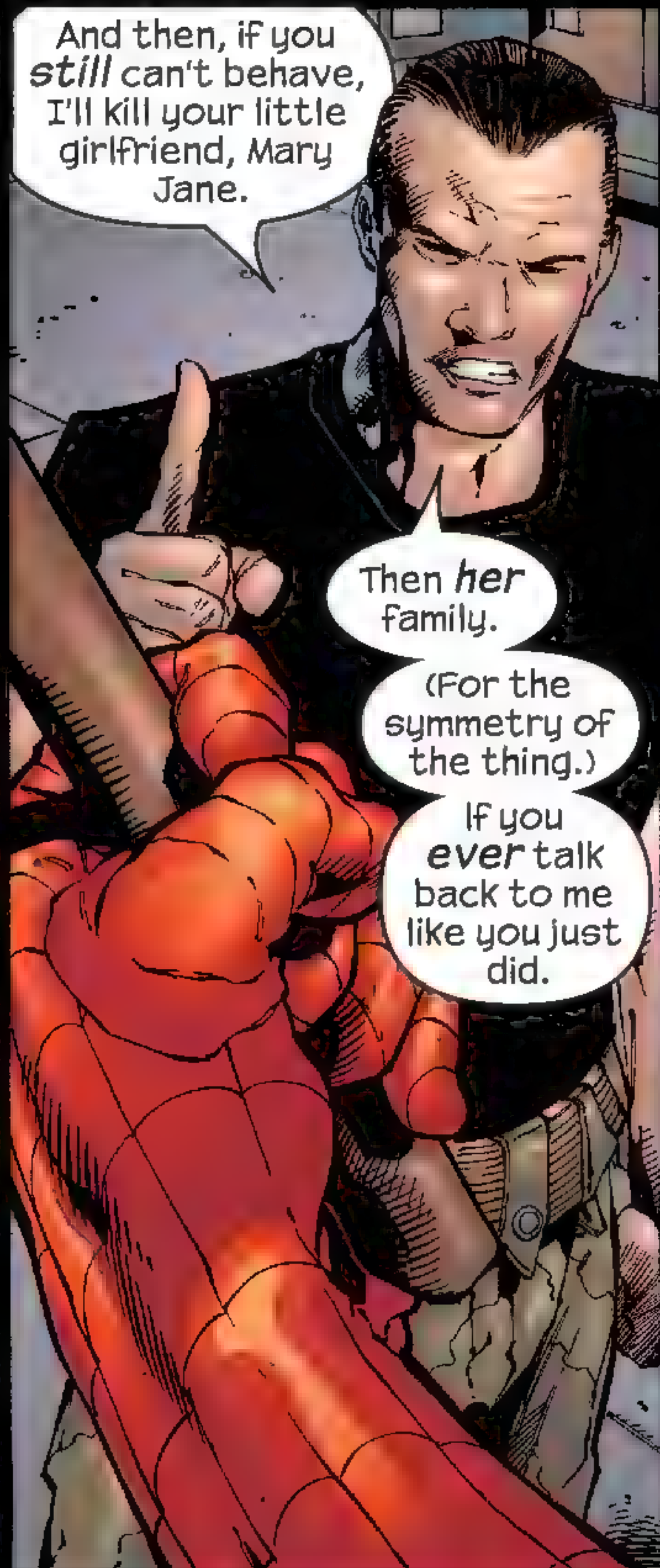
You nutty-voices-in-your-head, backstabbing, lying, absolute goofball of a *lunatic*!!

And the thing is-- I think you were like this *before* you stuffed yourself full of goblin juice.

And the fact that you haven't accidentally *killed* yourself yet is nothing short of *shocking*.

And if you think for a *second* that I--

Your Aunt May will die tonight.



And then, if you *still* can't behave, I'll kill your little girlfriend, Mary Jane.

Then *her* family.

(For the symmetry of the thing.)

If you *ever* talk back to me like you just did.



Do we understand each other?

My *first* choice is to embrace you and respect you for the young man I know you are destined to be.

But if you, Peter, talk like *that* to me again, I *will* punish you.

There are things you need to *learn* and if that's what I have to do to *teach* you... I will.



I forgive you *this* one.

As I said, you've been under the influence of a very powerful man.

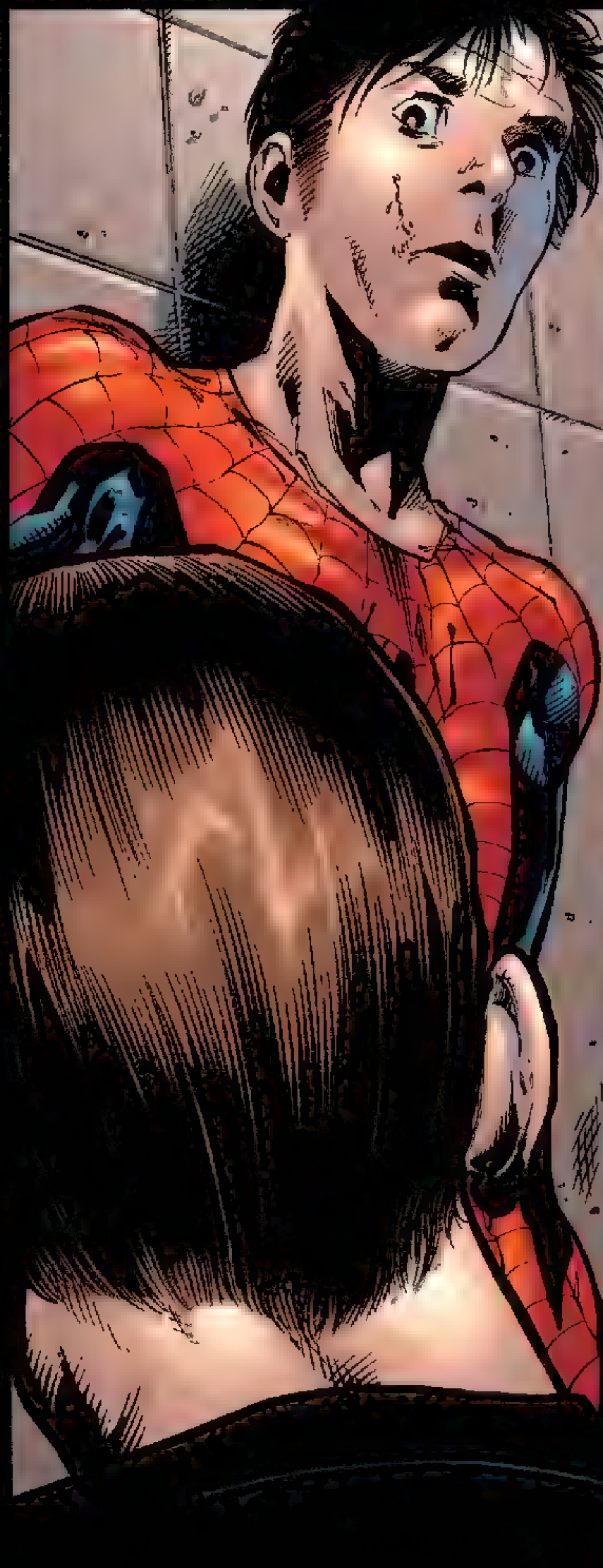
But right now, today, the six of us...

We have very important things to do and a very small window of opportunity in which to do them.



And at the end of it, you will know exactly *who* you are...

And I think you, like us, will *like* what you see.

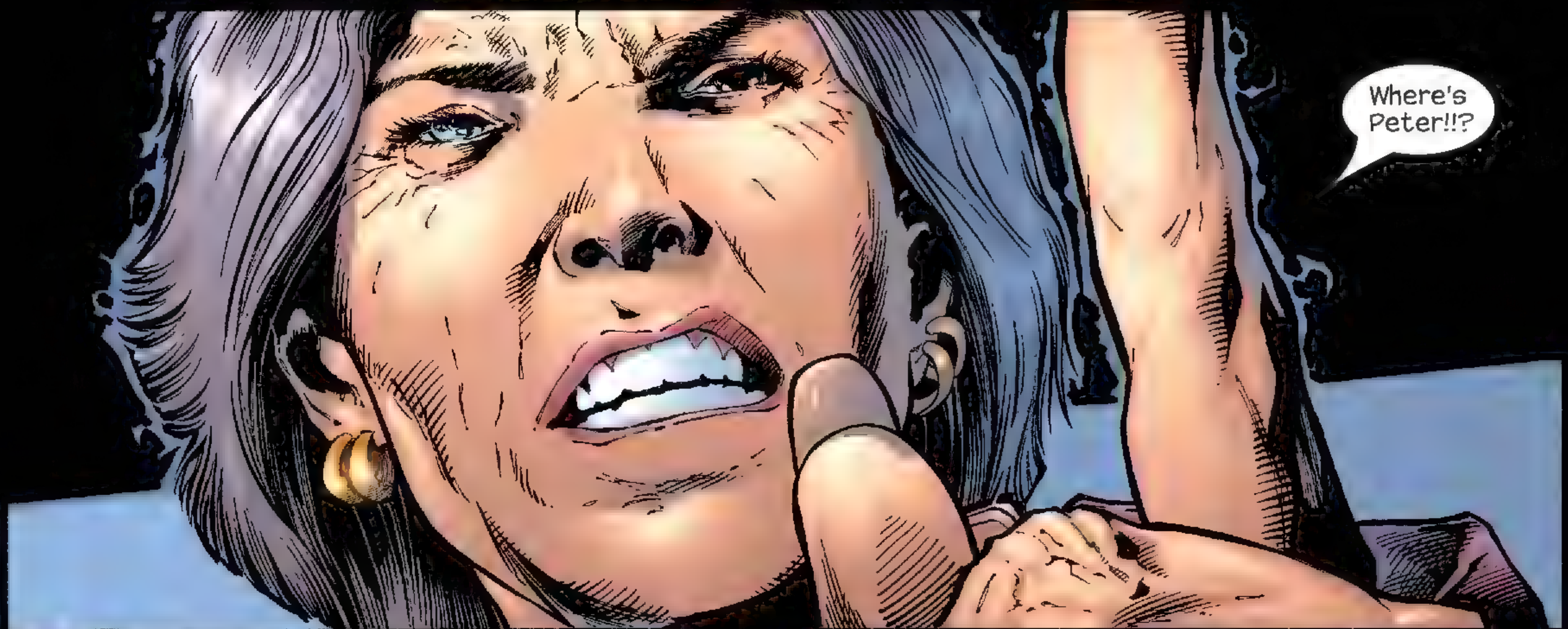


Okay, okay, just please...

Leave my Aunt May alone.

Leave her be.

Please.



Where's Peter!!?



Peter is fine. We have him--

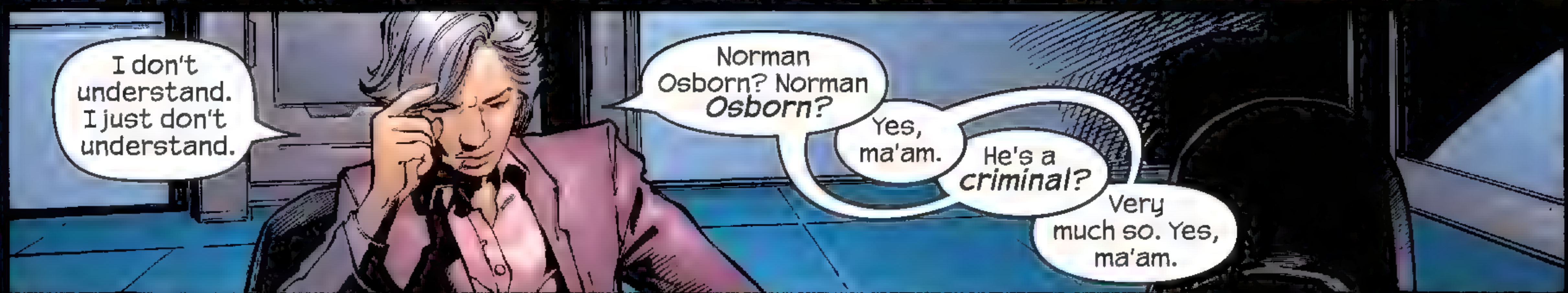
I want Peter here with *me*!!

For security reasons, we are keeping you in separate--

I want him *here* with *me*!!

If you'll just answer the questions, Mrs. Parker, we can get to--

No!



I don't understand. I just don't understand.

Norman Osborn? Norman *Osborn*?

Yes, ma'am.

He's a *criminal*?

Very much so. Yes, ma'am.



But that's not why you and your nephew are in our protective custody.

Without getting specific, I can say that Osborn is in a delusional state.

And when he was in custody, before he escaped, he had mentioned your nephew a number of times in a threatening way.



Why?

Ma'am.

He was always so *nice* to Peter.

Ma'am. We are holding you until we can put Osborn back into custody and then--



You're lying to me.



Ma'am?

I don't like this.

Ma'am.

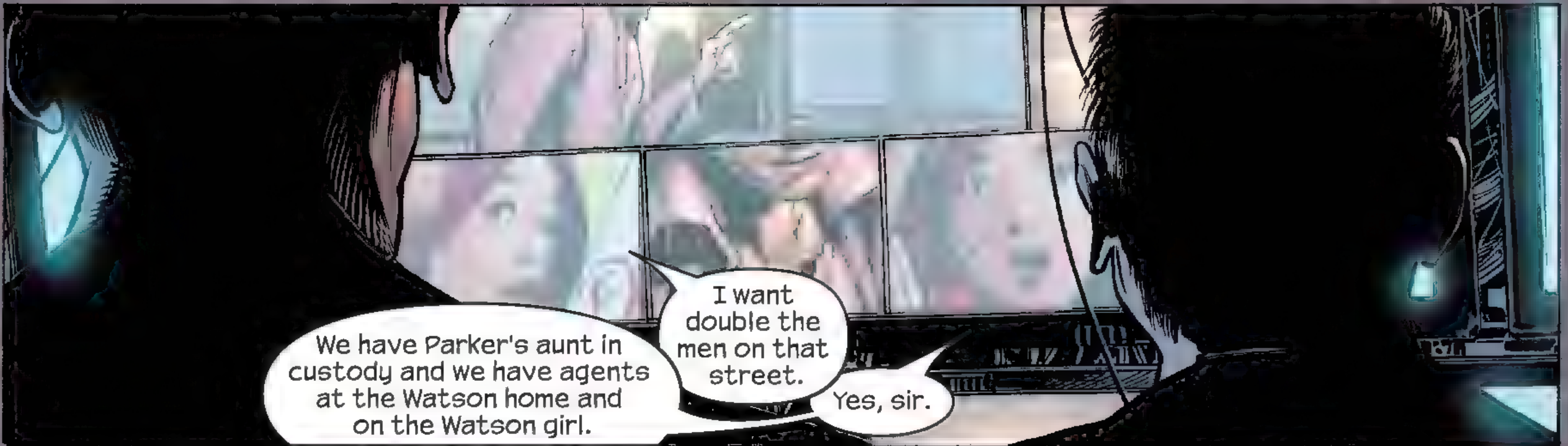


I want to talk to your supervisor.

I'm really not at liberty to--

How long do you think this is going to take?

As soon as Osborn is back in custody.

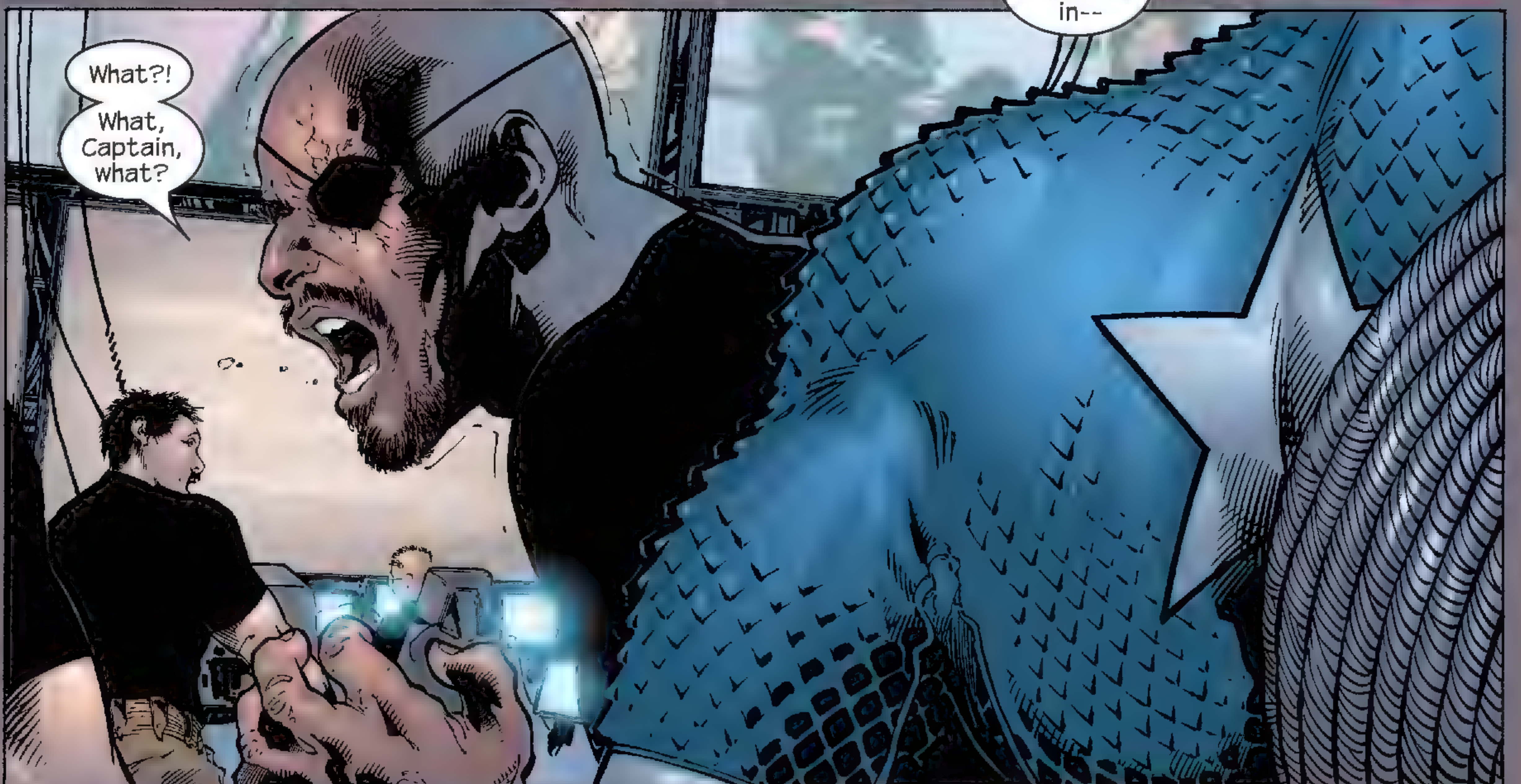




Most boarded up. Some sold off.

We have dispatched agents, including to the ones in Pennsylvania and upstate New York.

There are a few in--



What?!
What, Captain, what?



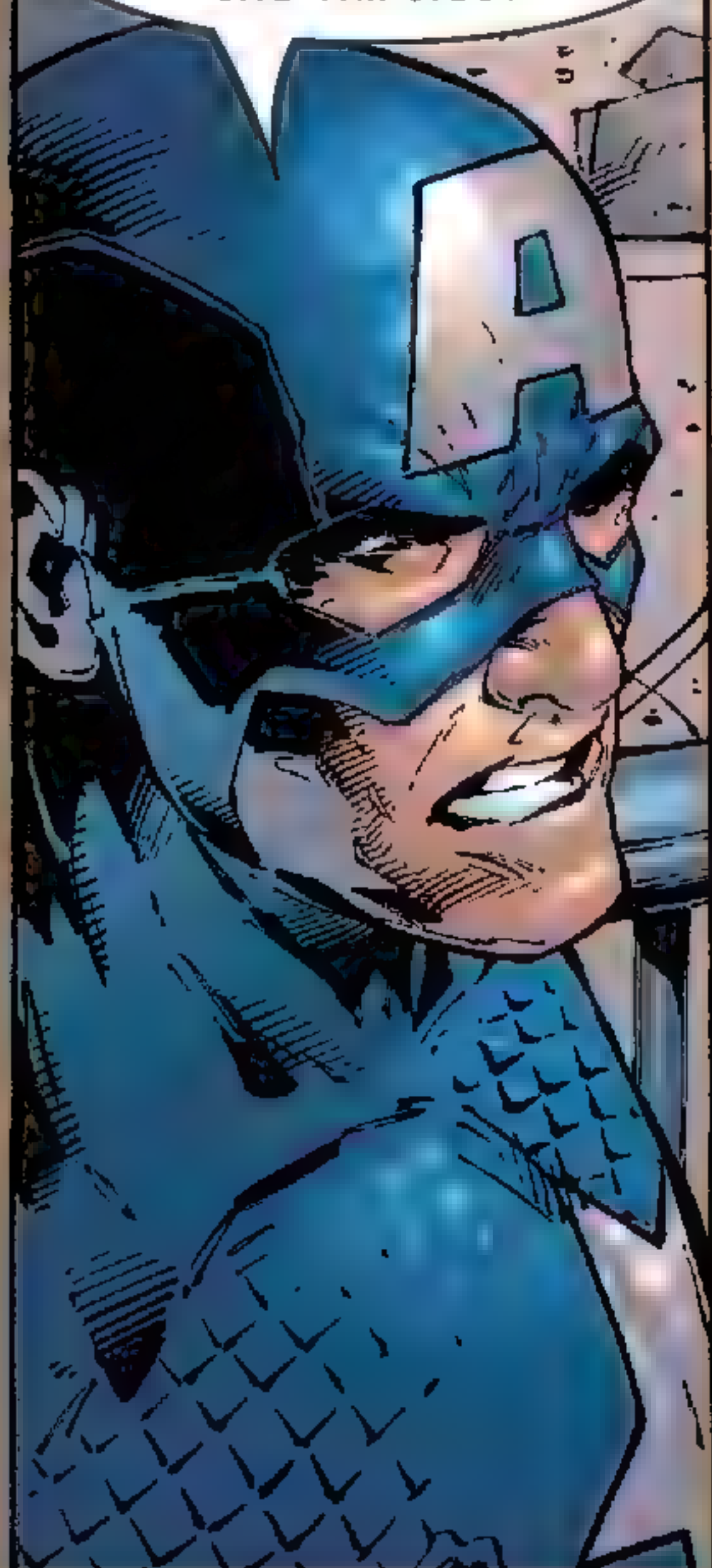
What is your problem, Captain?!



Permission to speak--

Just spit it out.

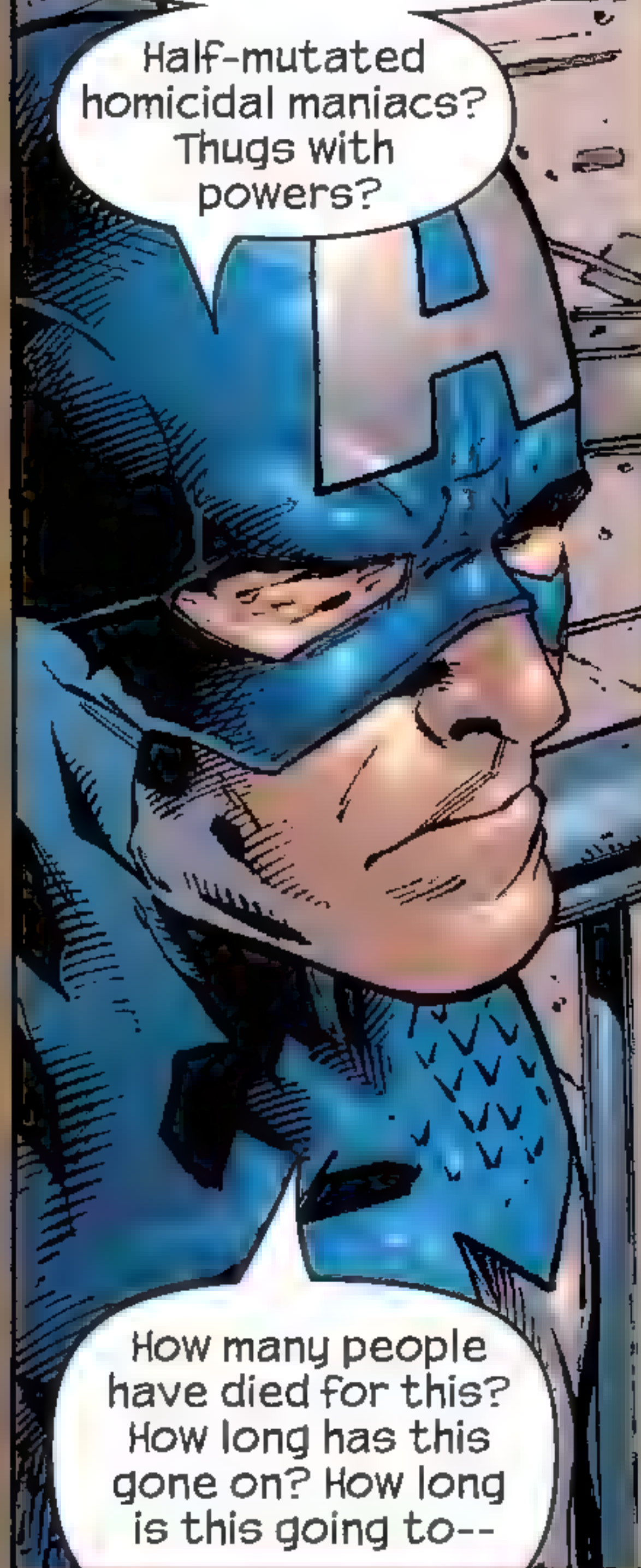
I can't help but notice that all of this trouble blossoms straight out of experiments, commissioned by *you*, that were meant to duplicate, or were inspired by, the Super Soldier experiments that created *me* in the Thirties.



And--

And I'm saying, seventy years later and all we have to show for it... is *this*?

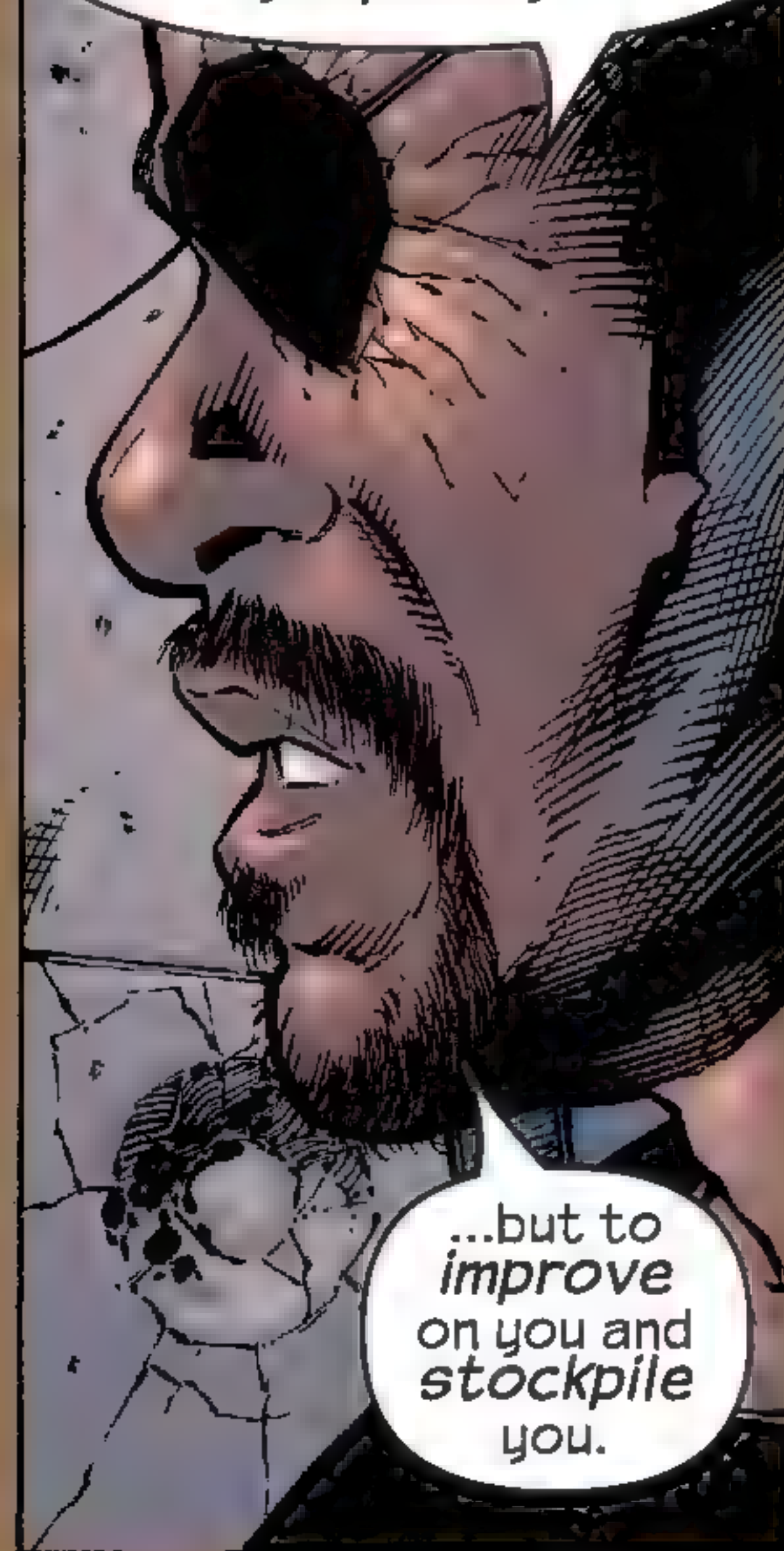
Half-mutated homicidal maniacs? Thugs with powers?



How many people have died for this? How long has this gone on? How long is this going to--

Captain, you, like the atom bomb, are one of the greatest *success* stories in the history of war.

And ever since, like the bomb, every country with a petri dish and five dollars has been scrambling to not only *repeat* you...



...but to *improve* on you and *stockpile* you.



I don't know much, but I do know *this*... One way or another, the next war *will be* a genetic war.

This isn't the legacy I was hoping to leave behind when I volunteered for the program.



This has nothing to do with you.

If it wasn't "Super Soldier" it would be something else.

Crazy and greedy is always looking for a way to be crazy and greedy.

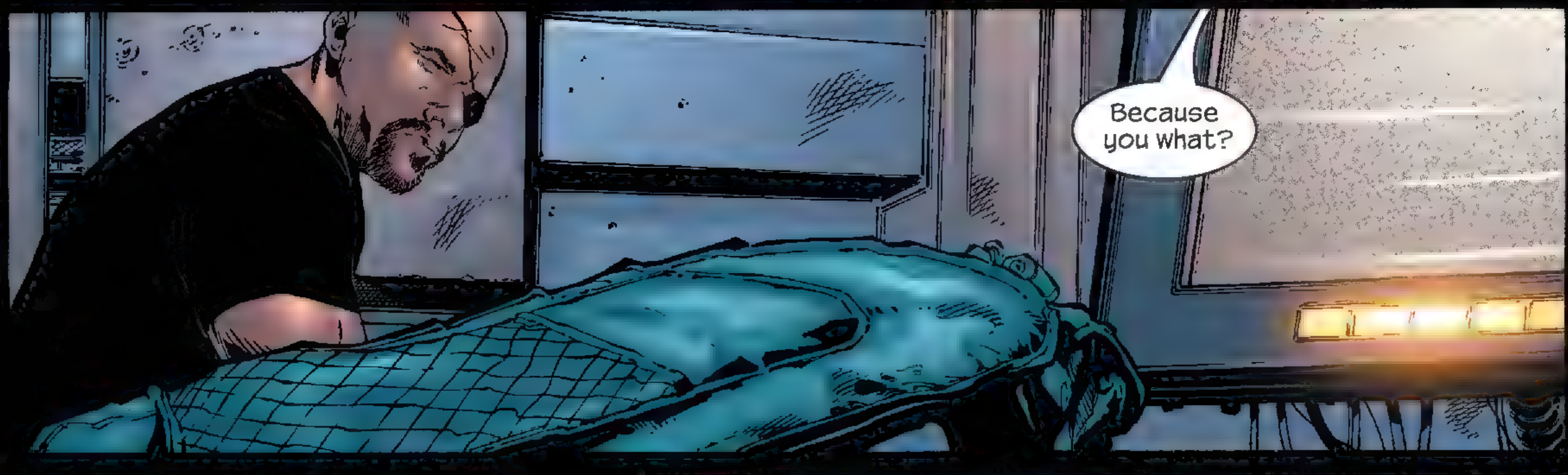
Norman Osborn and these other idiots were going to end up a problem no matter what.



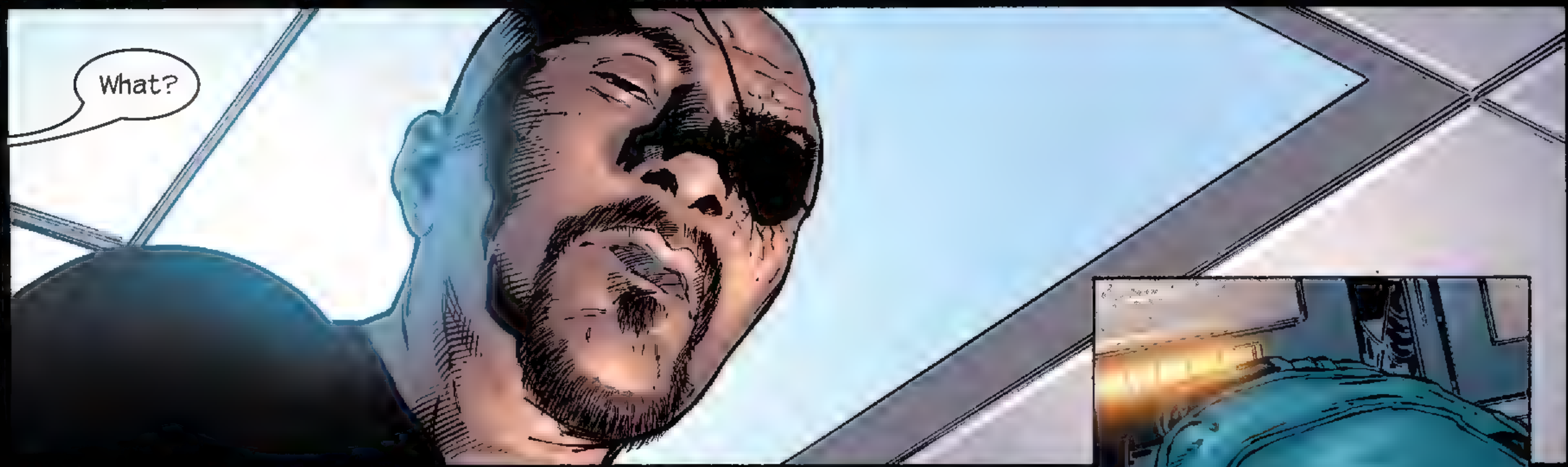
They were going to snap, and they were going to come face-to-face with me, and they were going to try something to...

Get back at me...

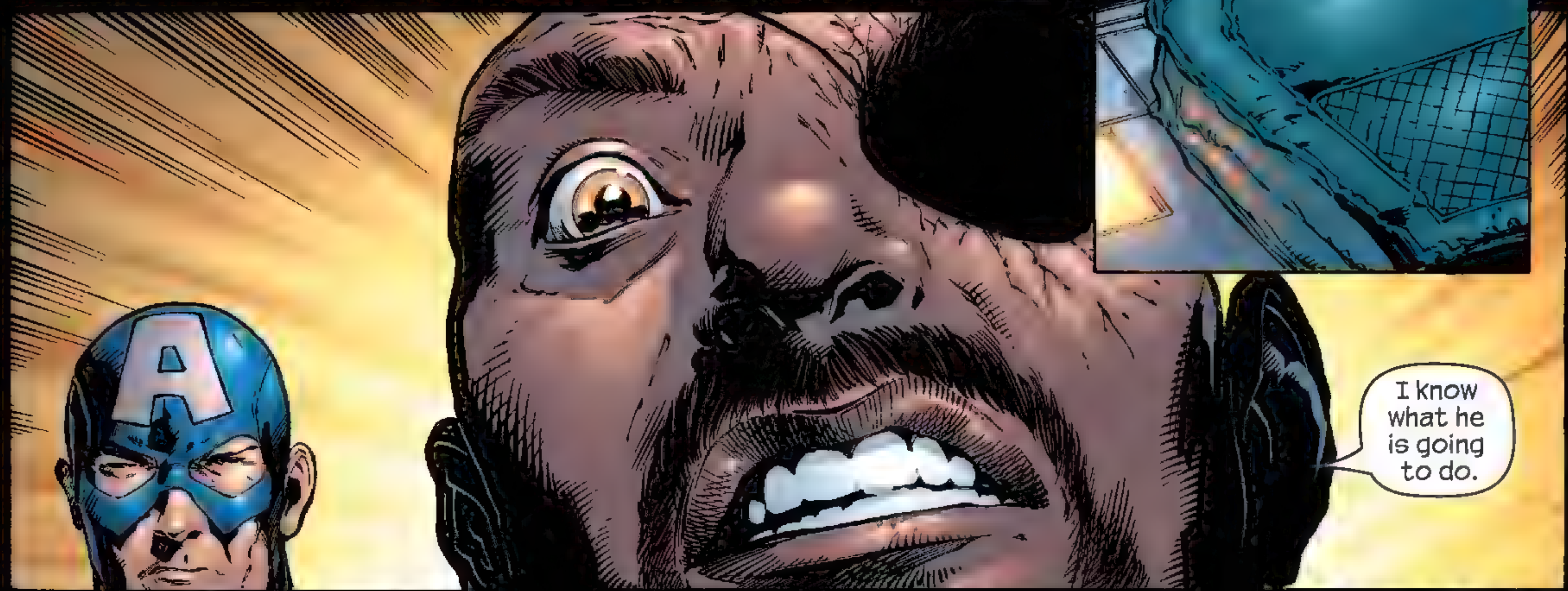
Because I--



Because you what?

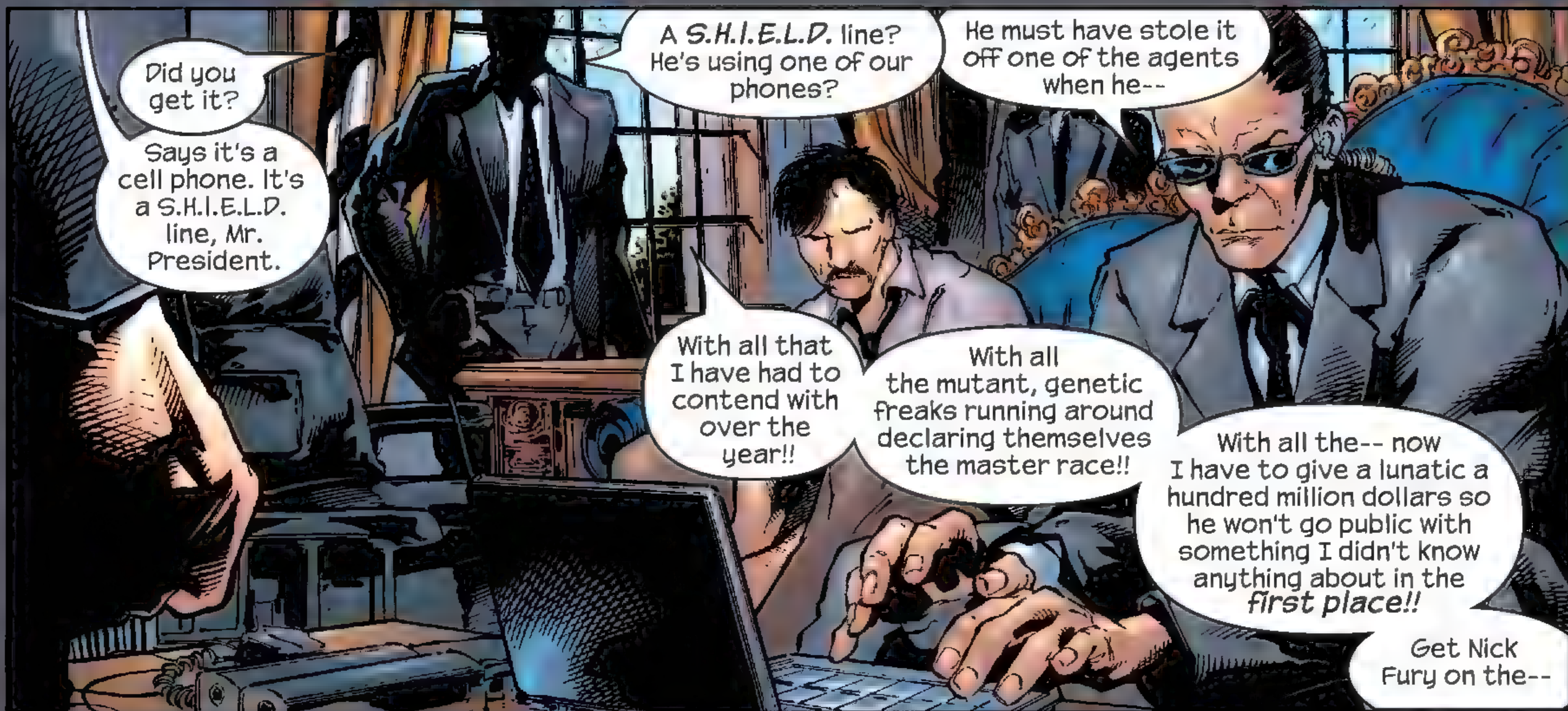


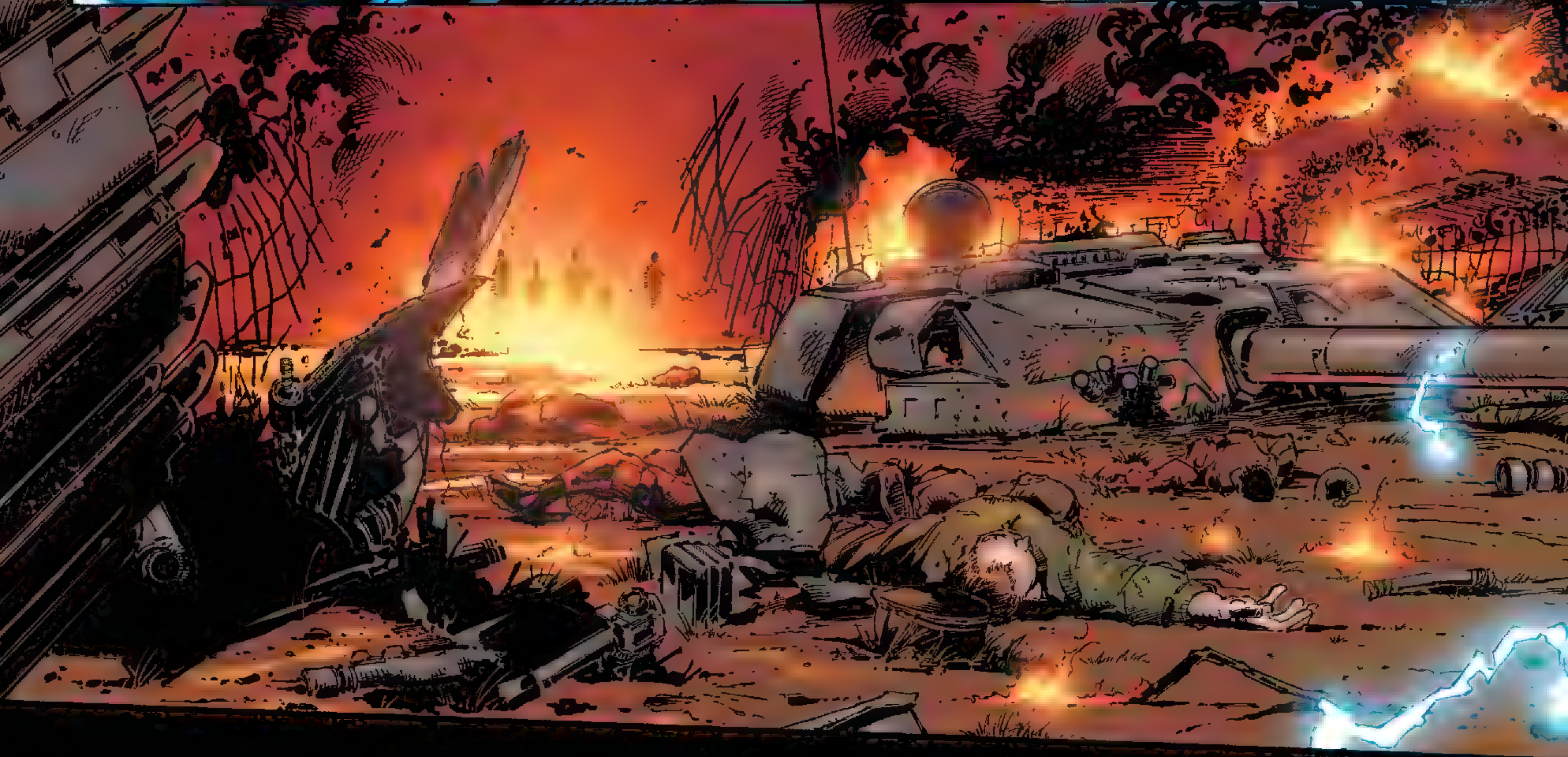
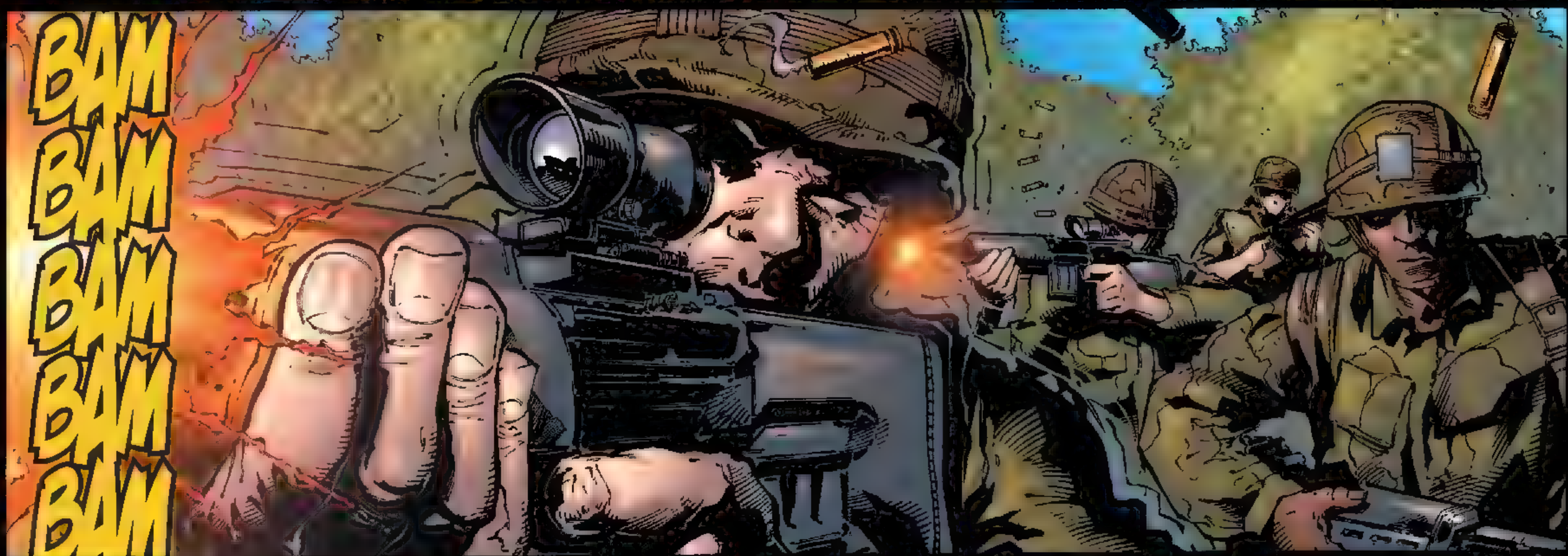
What?



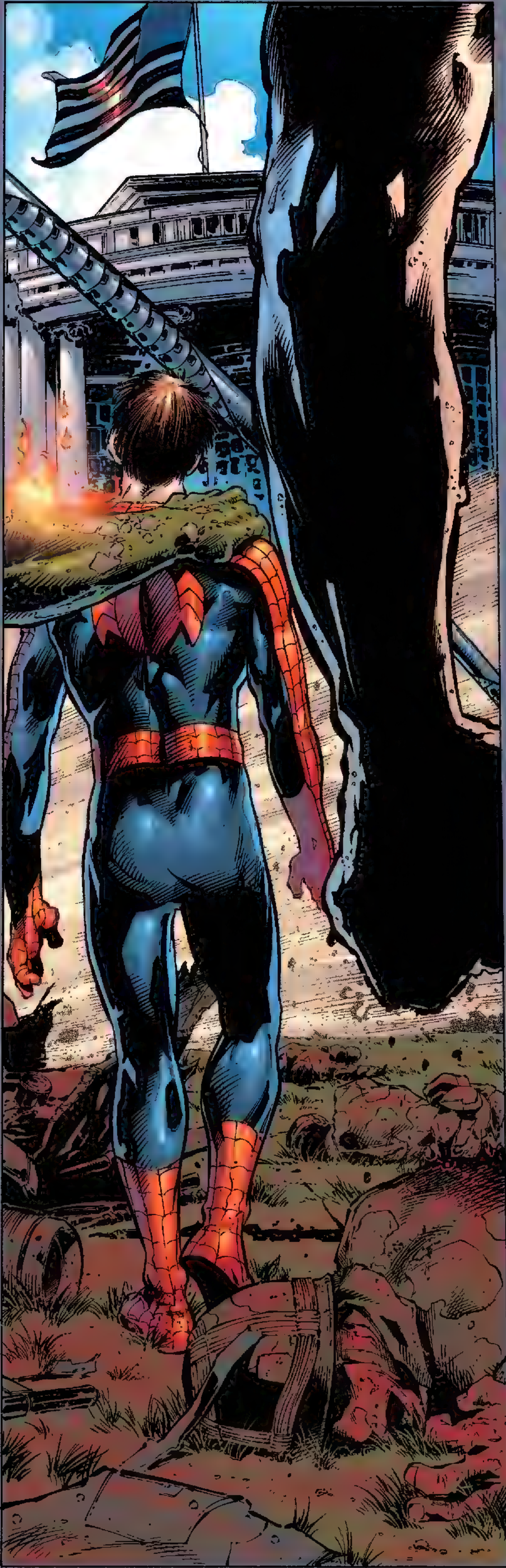
I know what he is going to do.











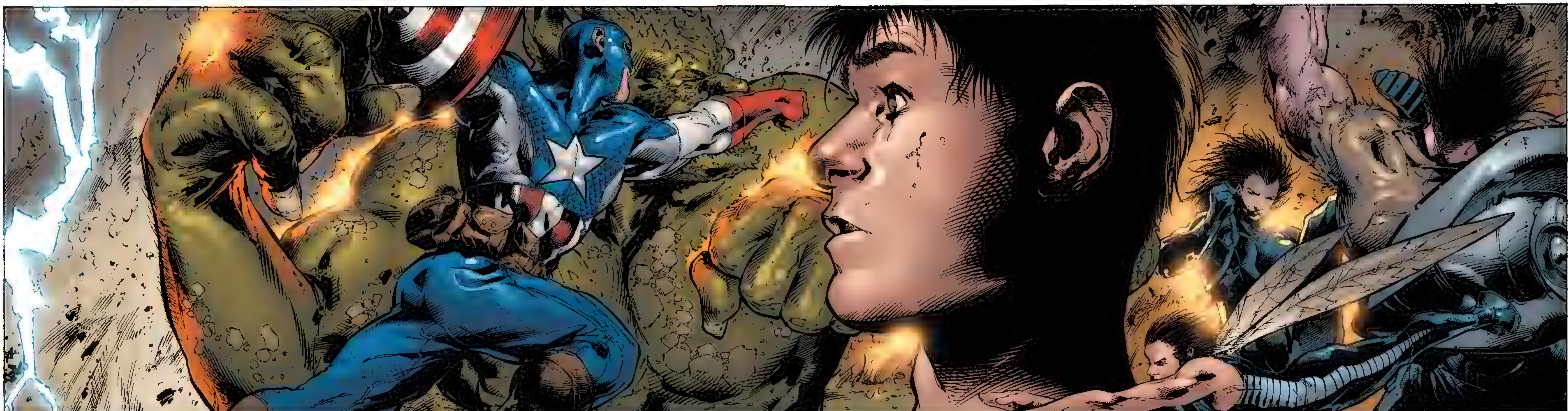
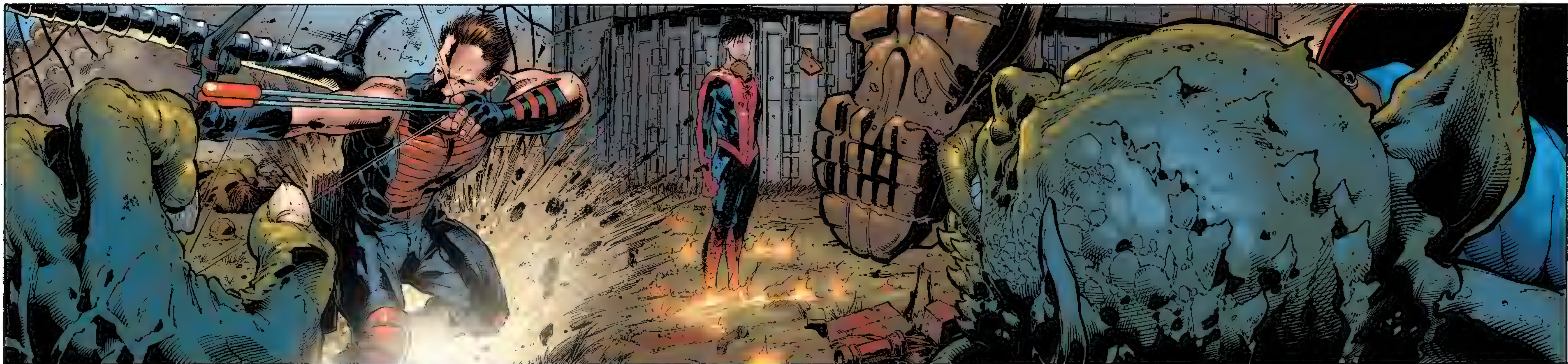




You're trespassing.







S.H.I.E.L.D. Control, I need a direct download to coordinate a genetic lock and engage a temporary genetic paralysis on one of these--

We're on it, Mr. Stark.

BOOM

I need it kinda now.

We're having multiple power surges because of all the interference from Thor and Electro.

We're doing ourkkkzattt...

FURYYYY!

ARRGGH!

We can only load one genetic sequence at a time, Mr. Stark. Whose do you want-- zccrrraahhlee

Arrr... My armor is breached!

Repeat, my armor is-- puh!

Mr. Starkkkaarrkk!! Come inzaaa...

CLANG FUMP

Boy!

Do something useful!

KRAKKABOOM!

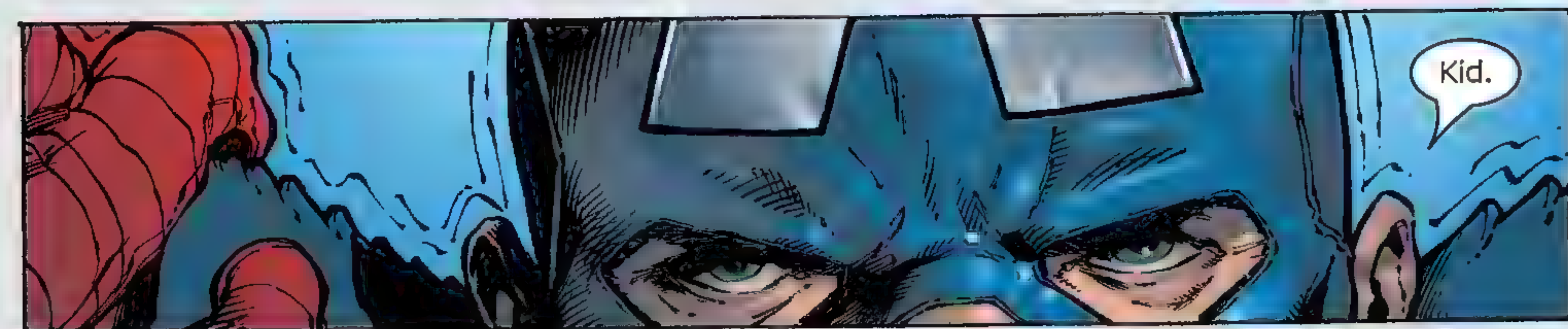
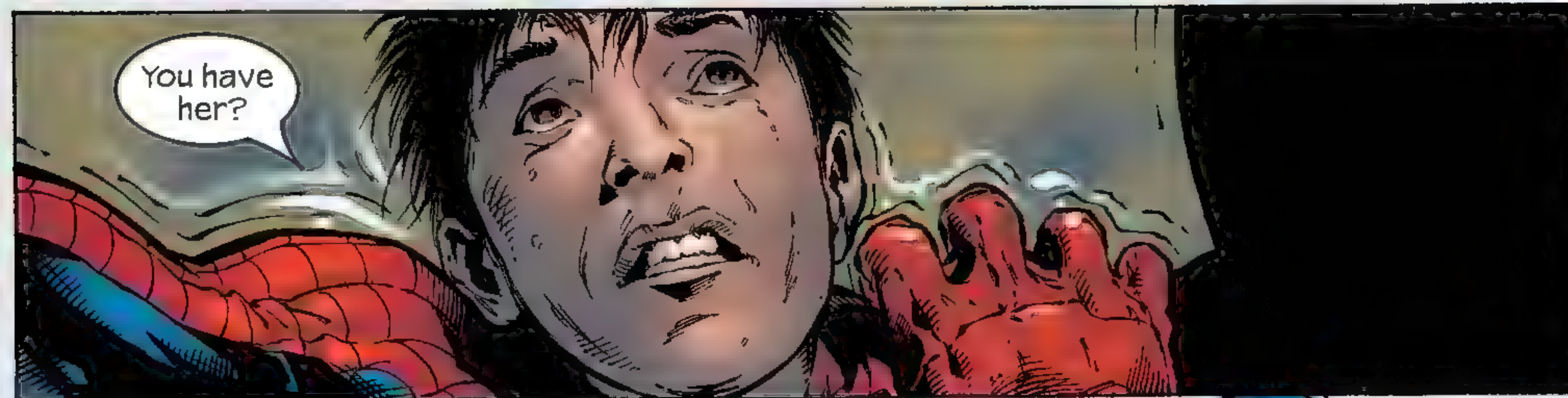
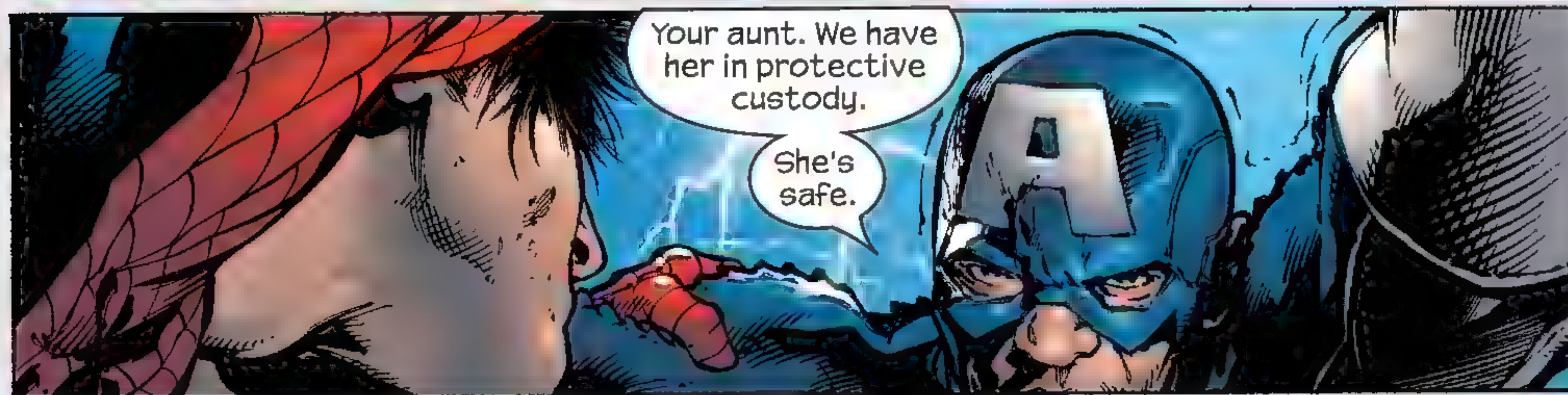
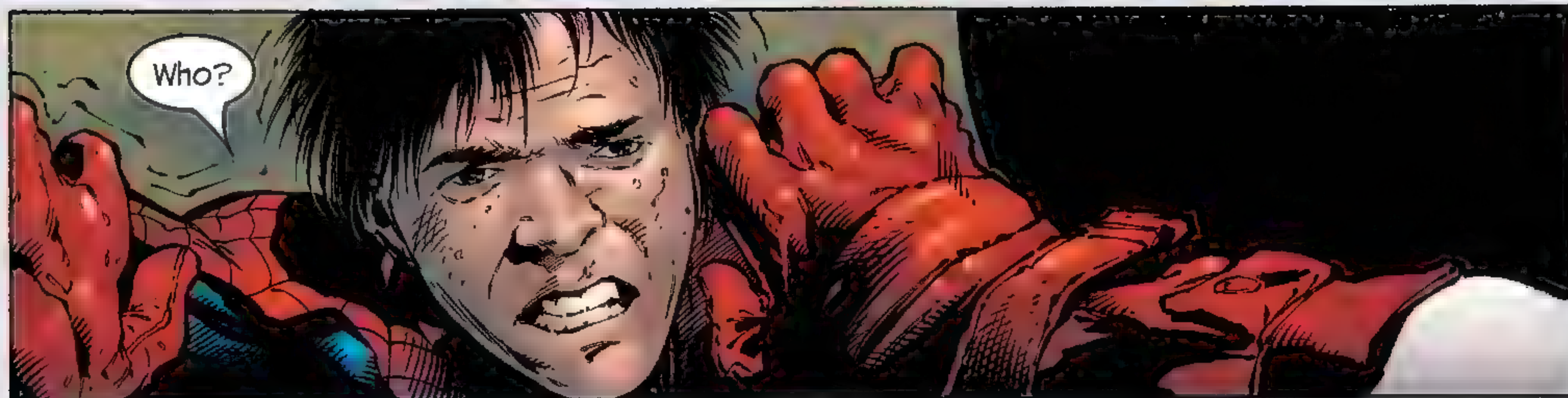
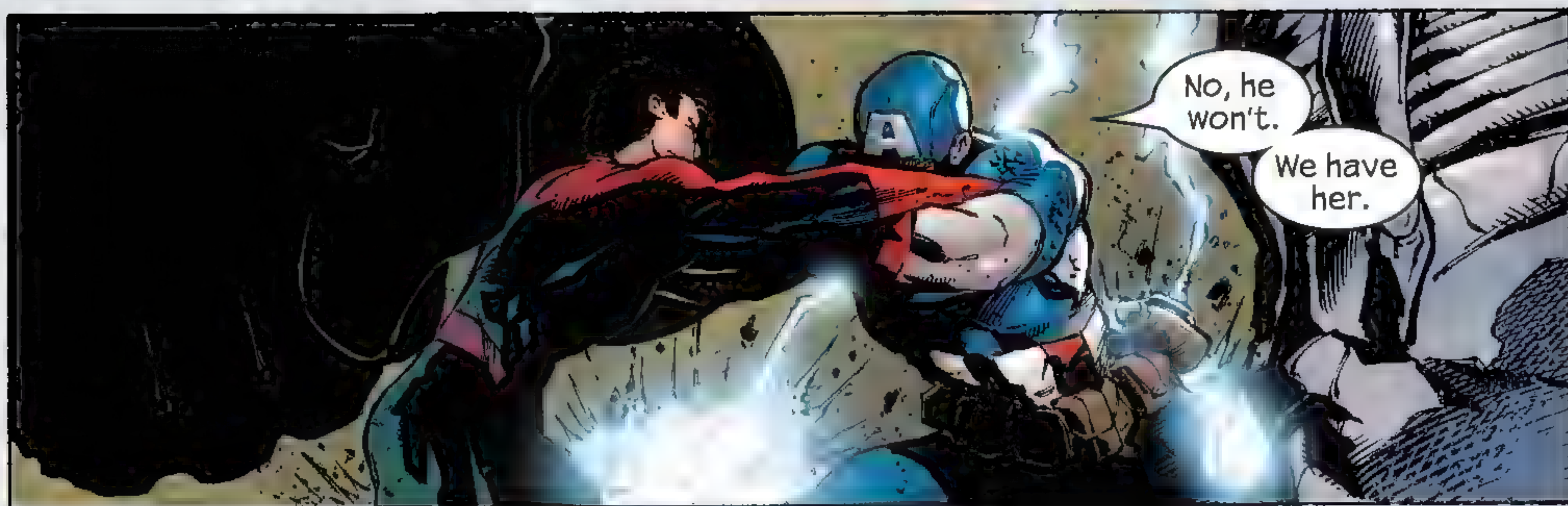
Kid? What are you doing?

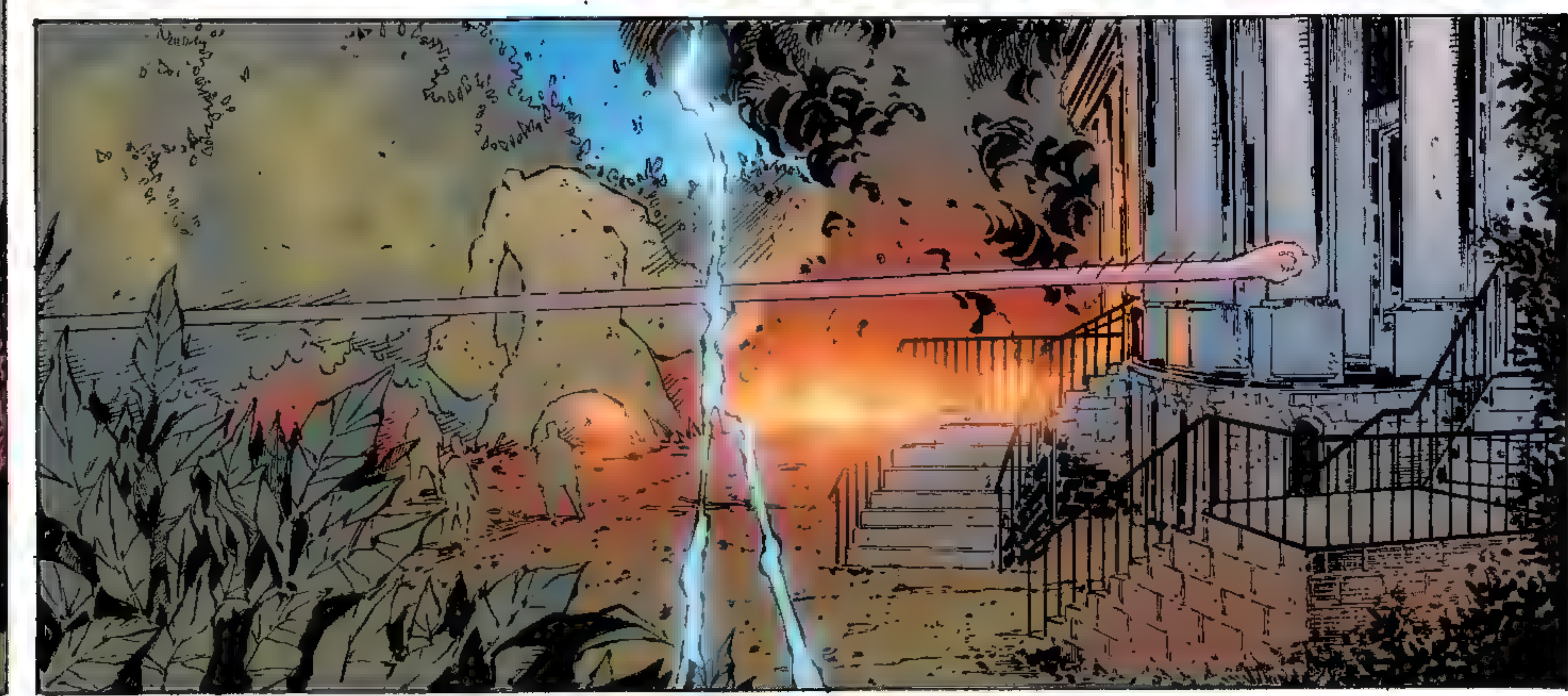
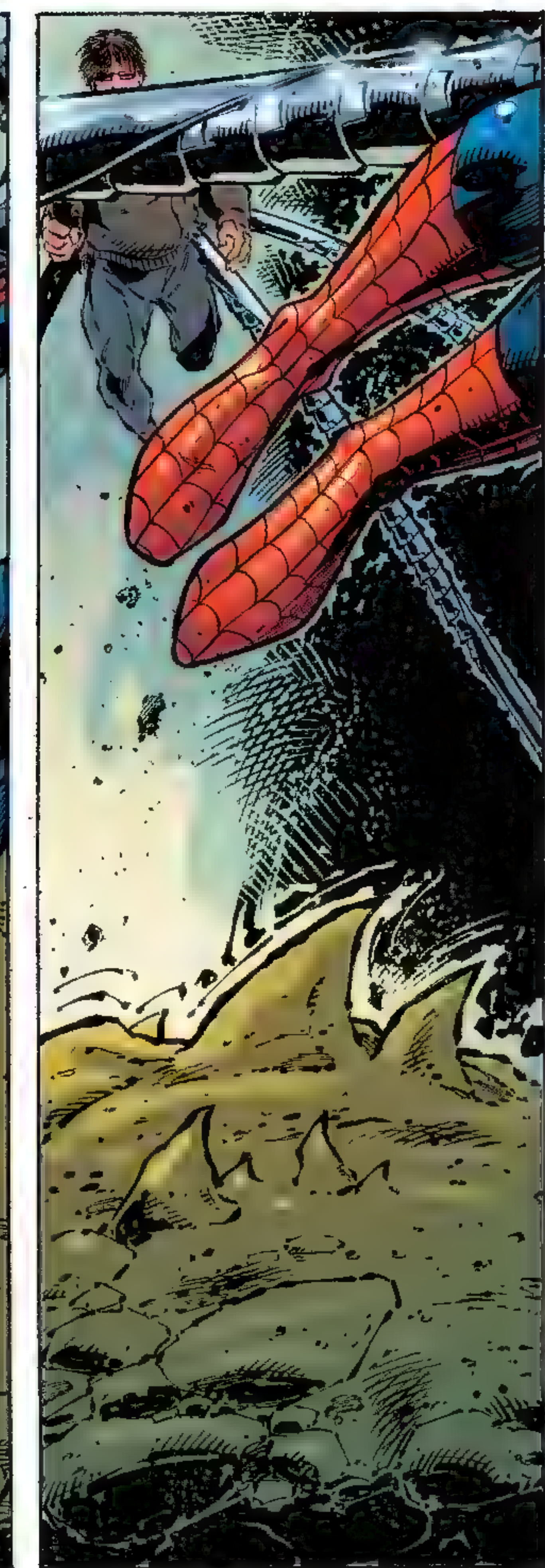
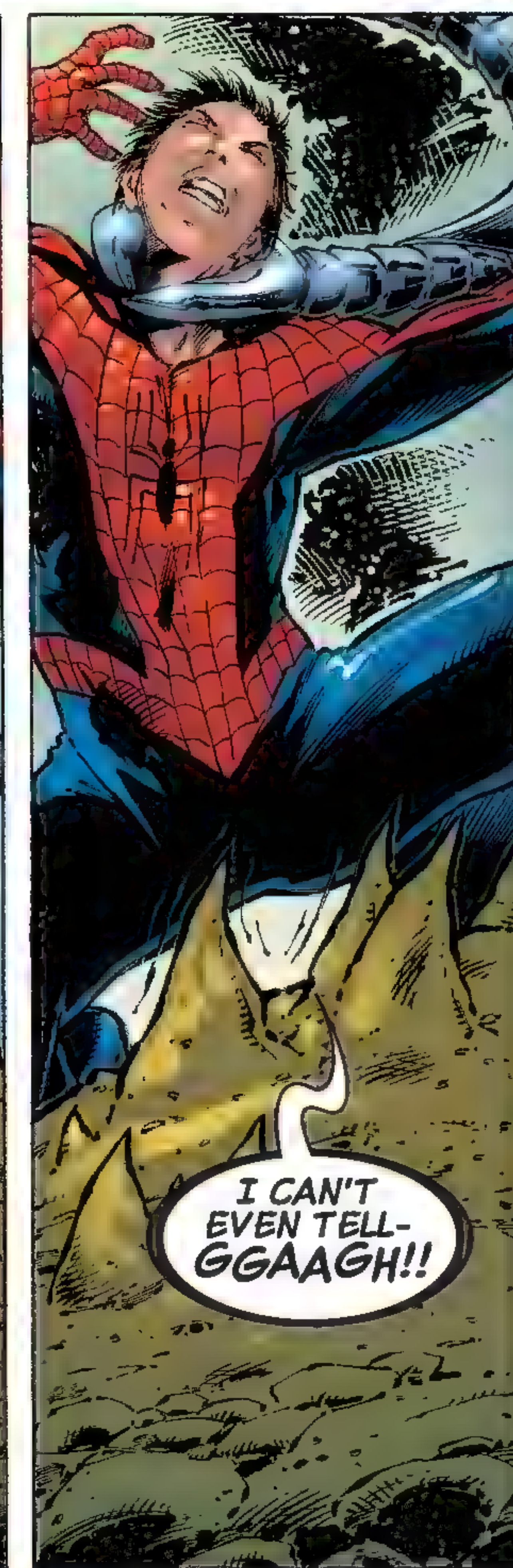
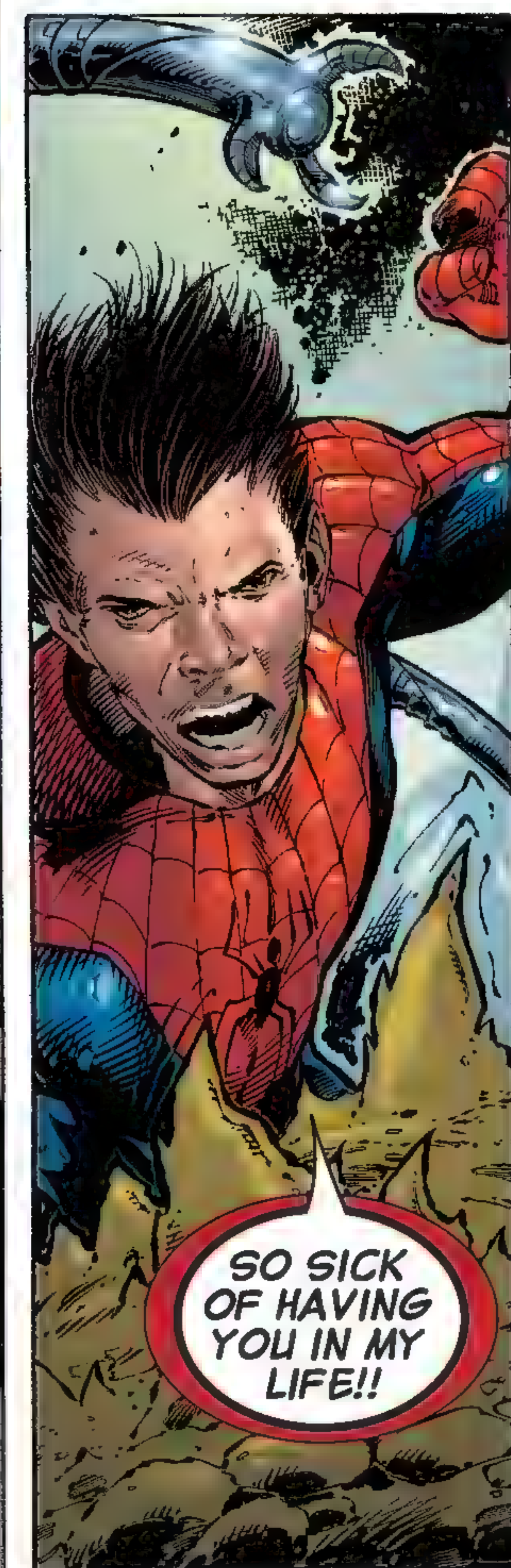
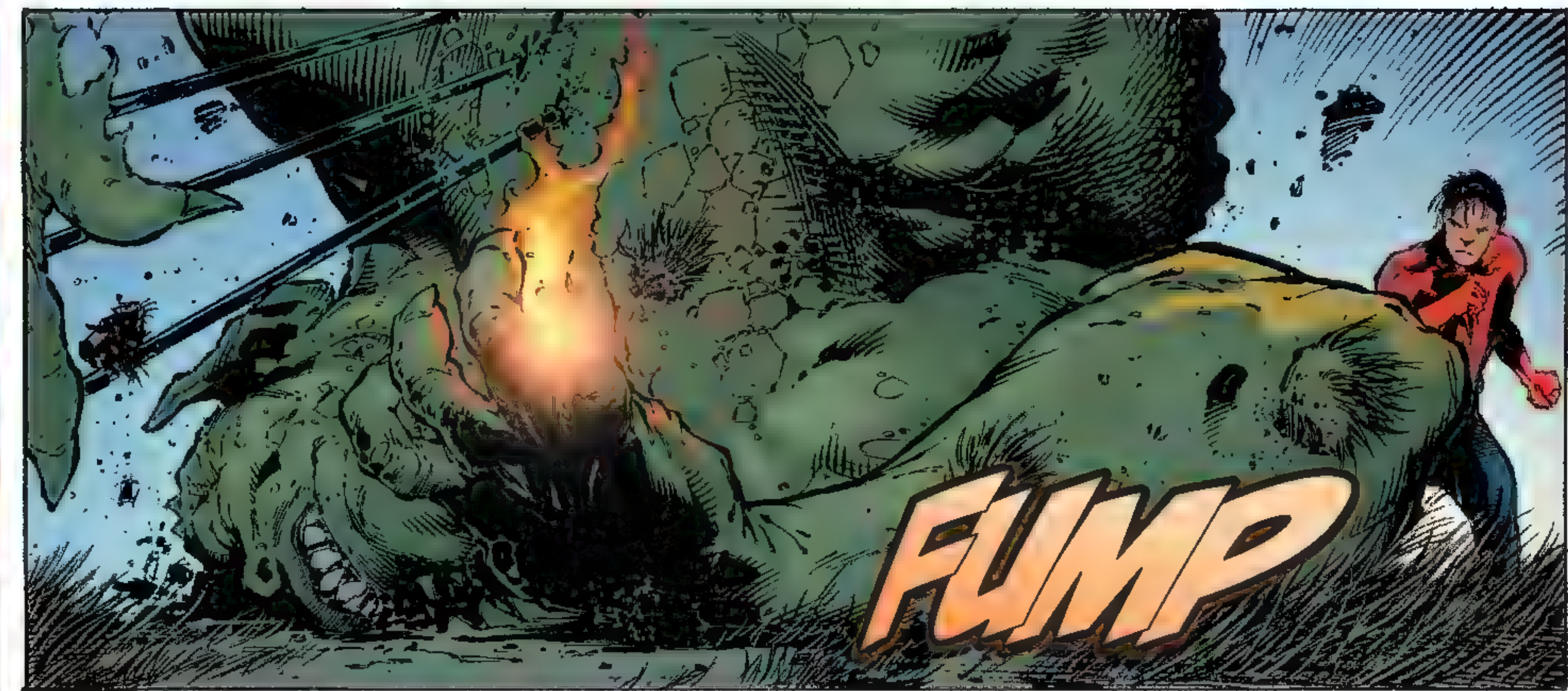
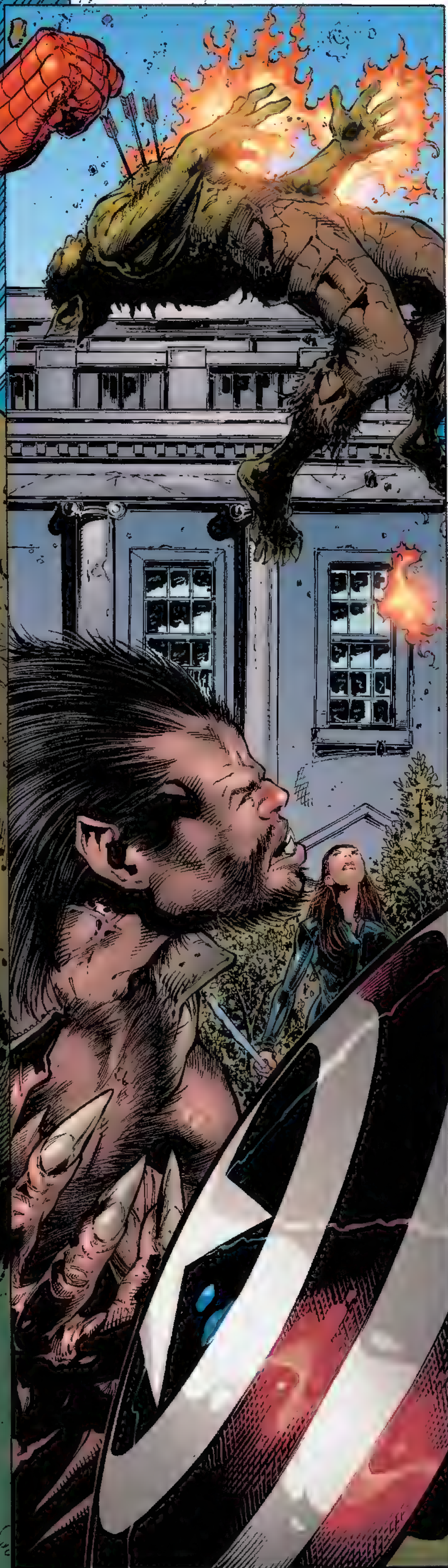
I-I-I- have to. He's going to kill my aunt.

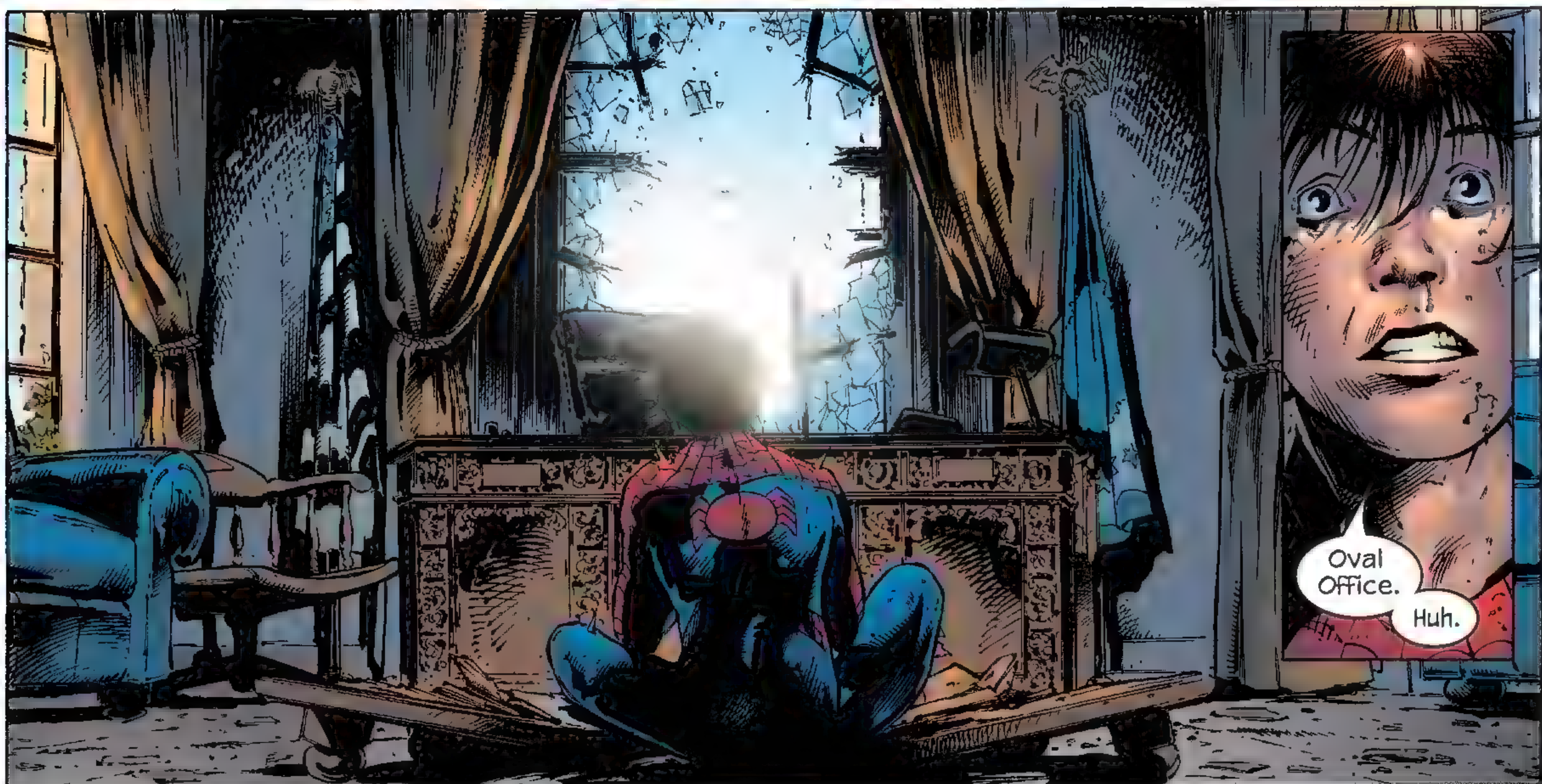
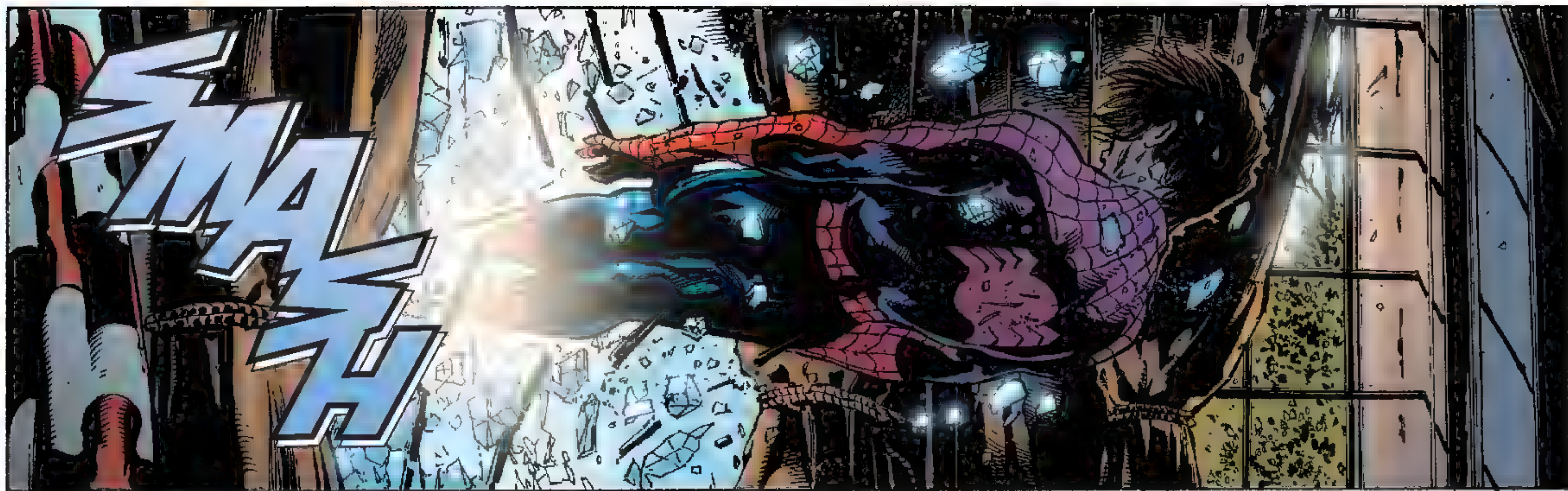
No, he won't.

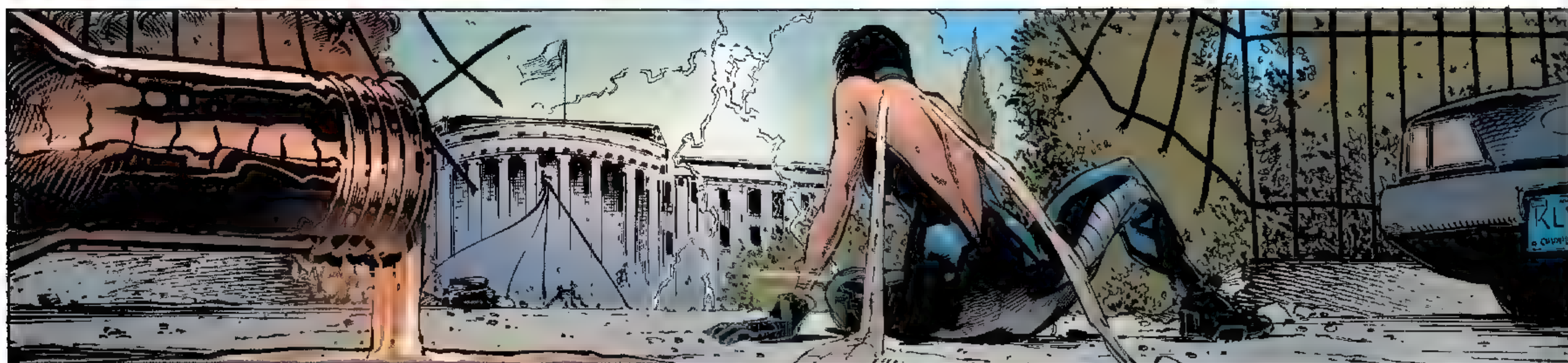
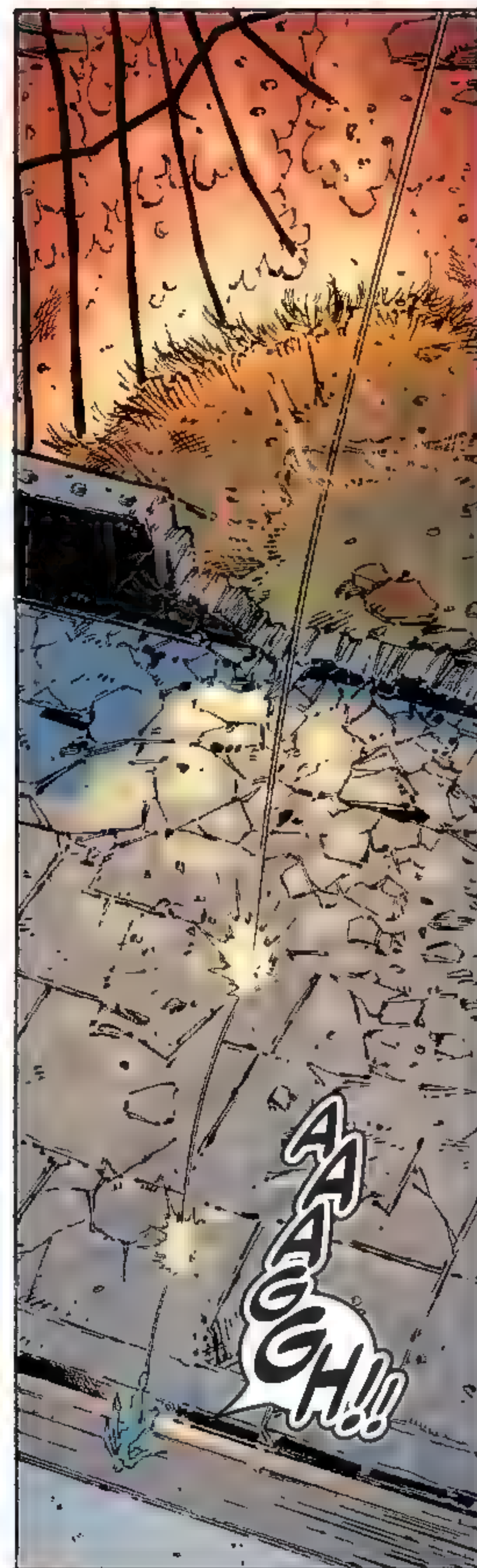
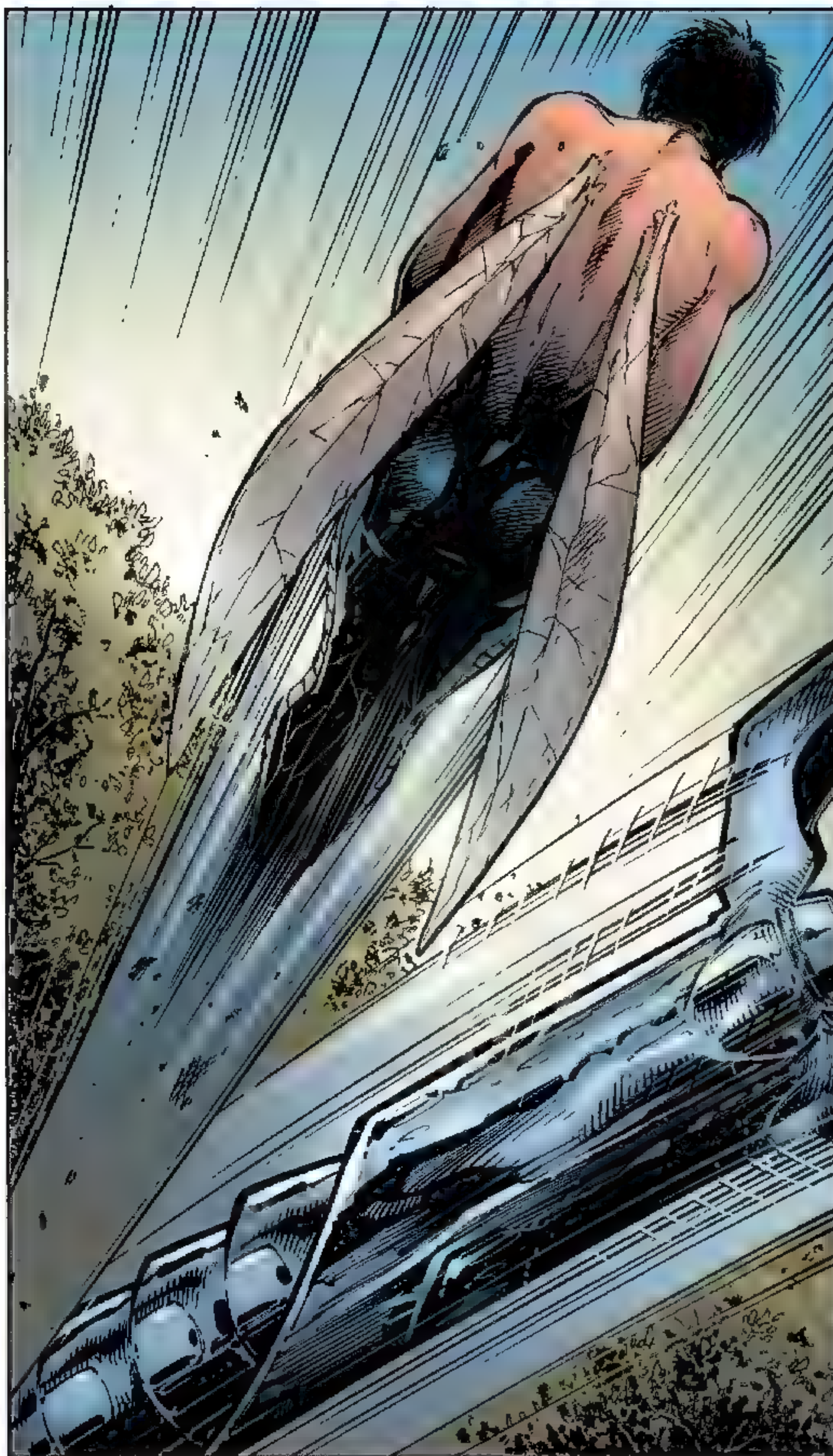
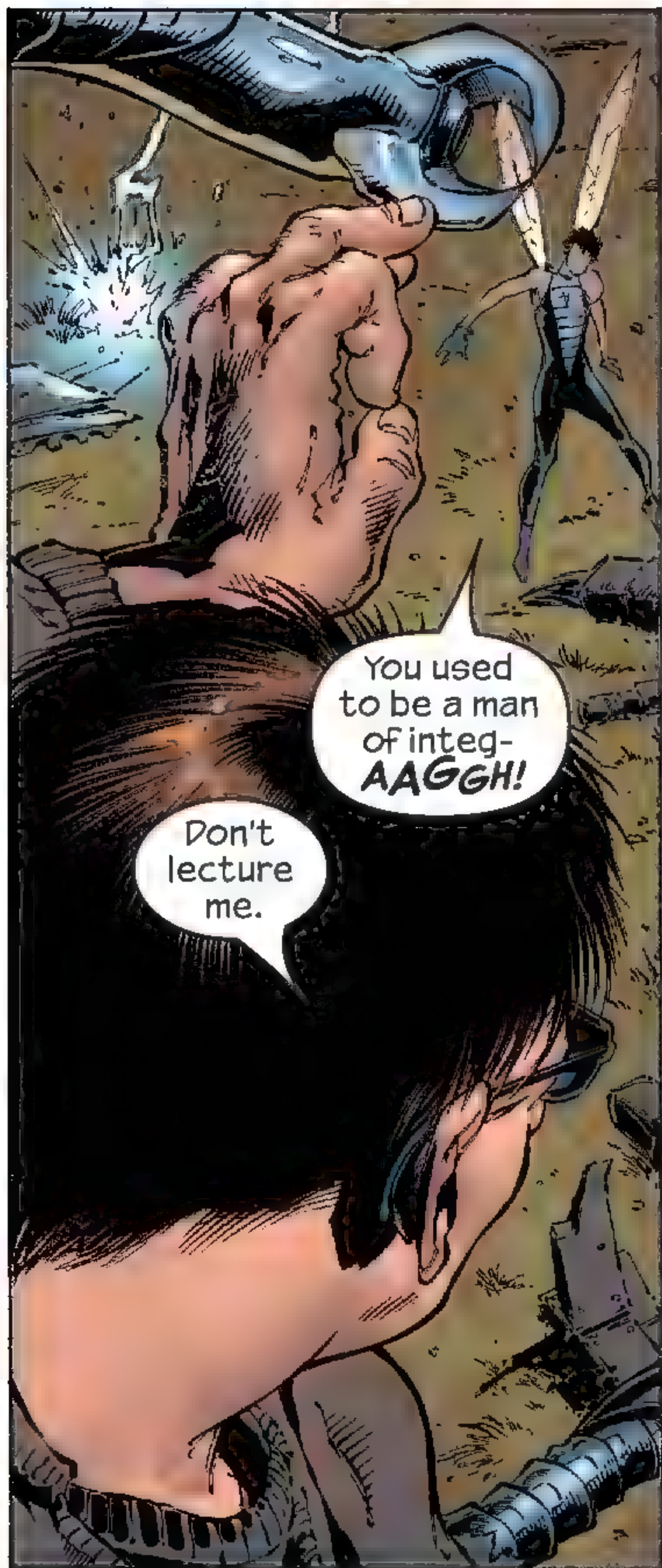
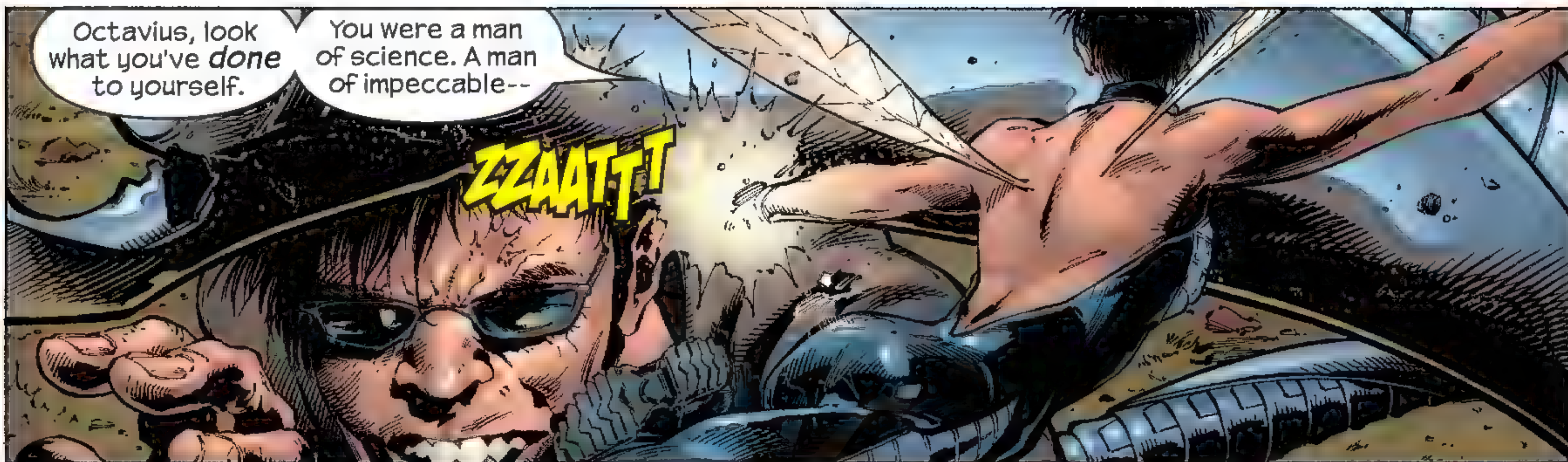
No, he will.

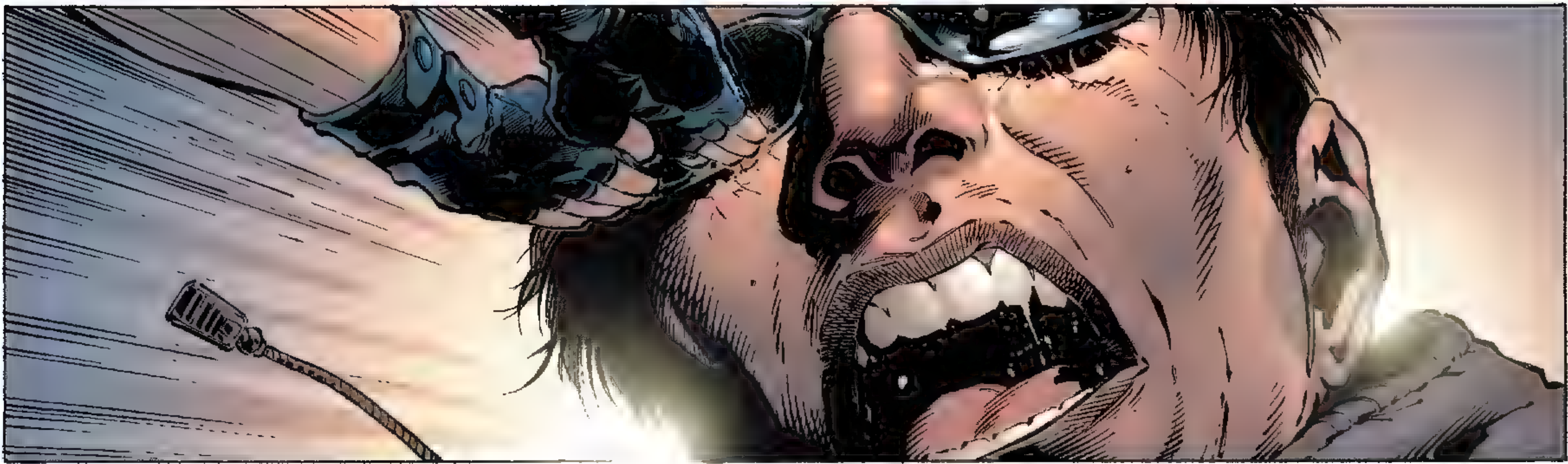
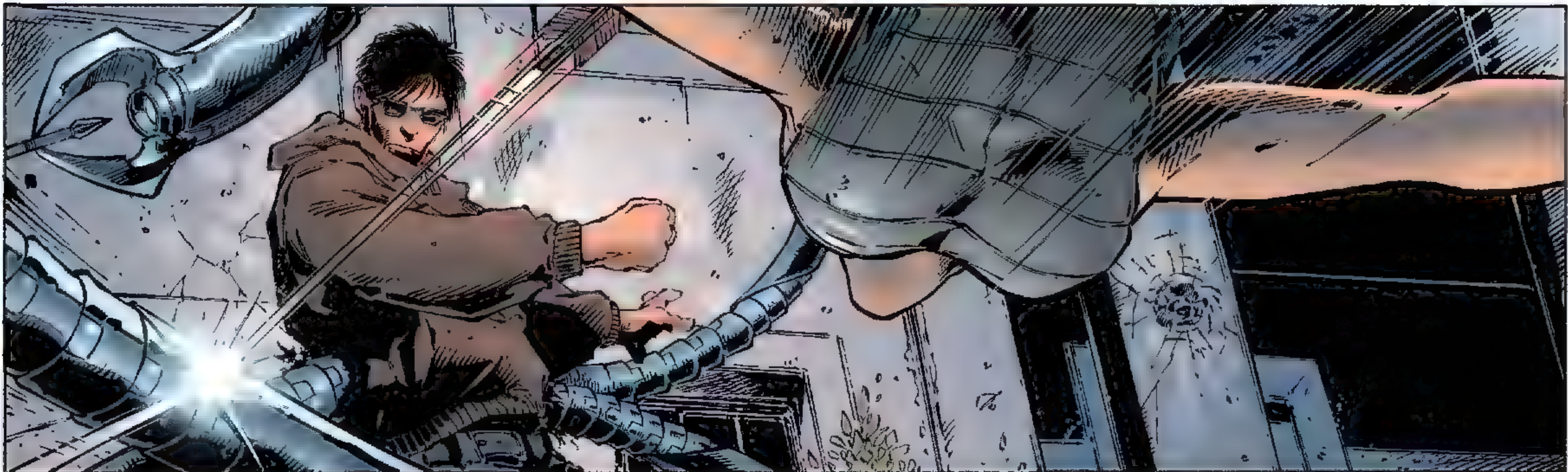
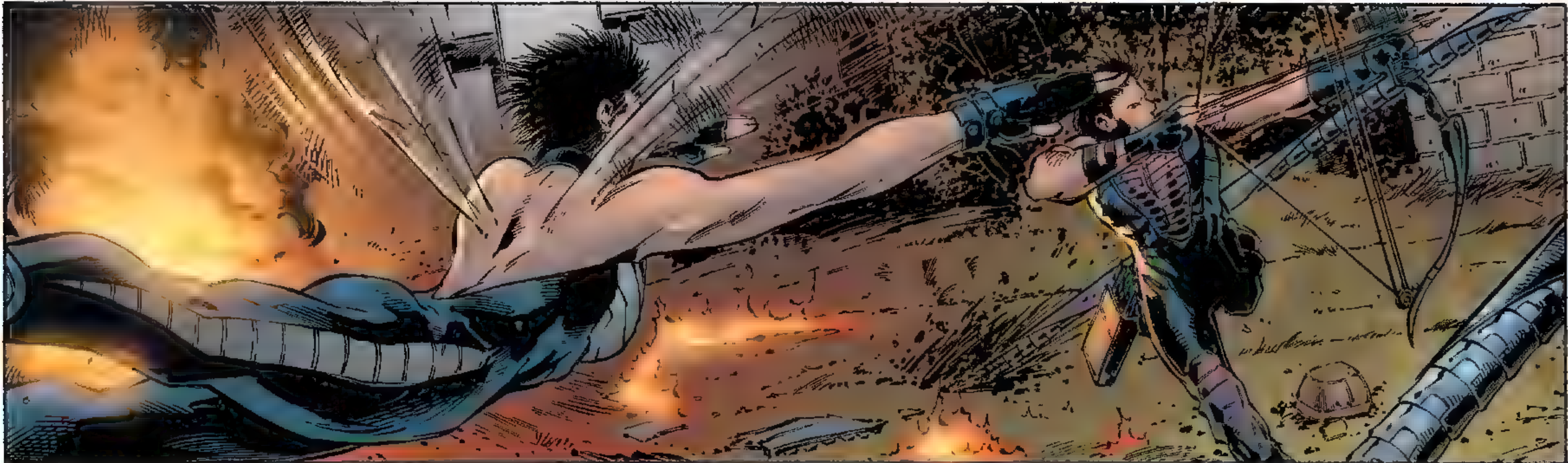
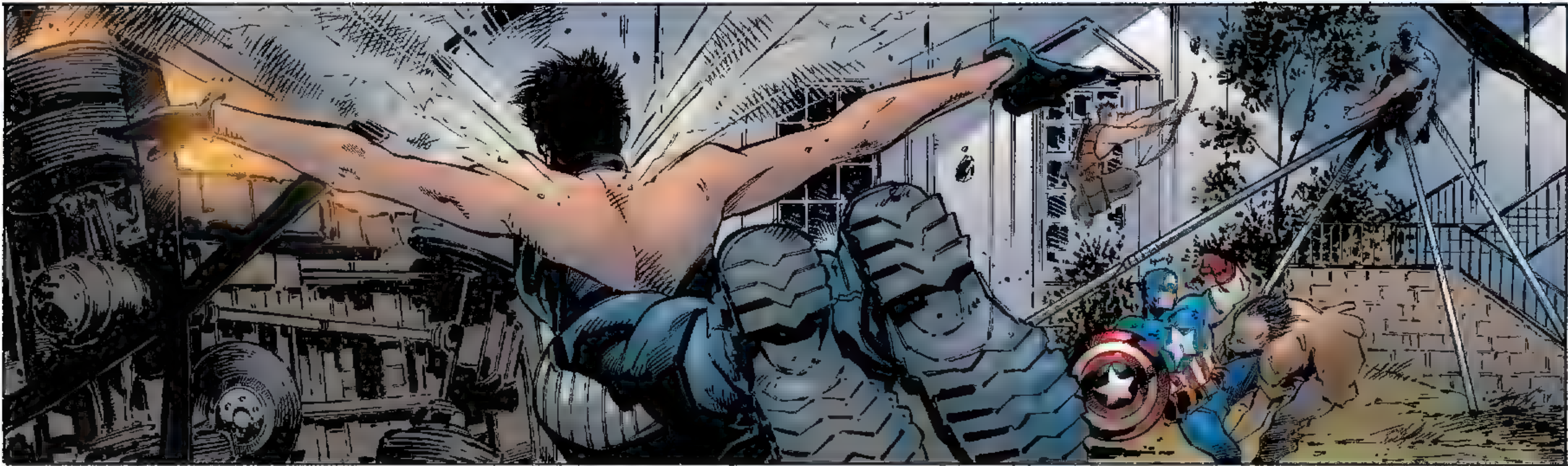
He's- he's nuts.

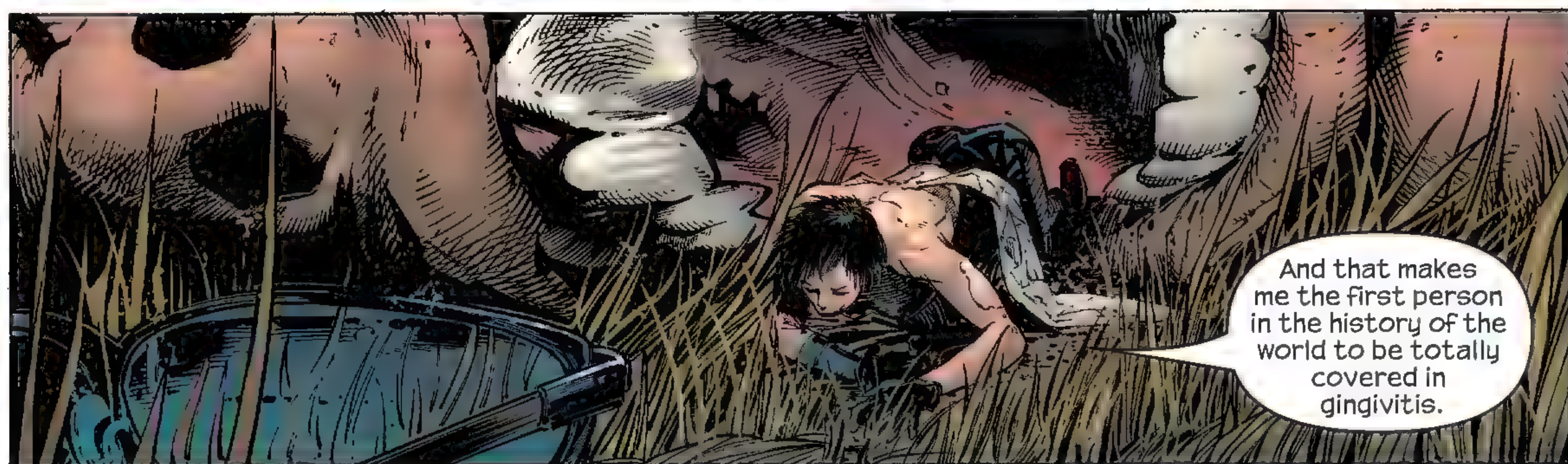
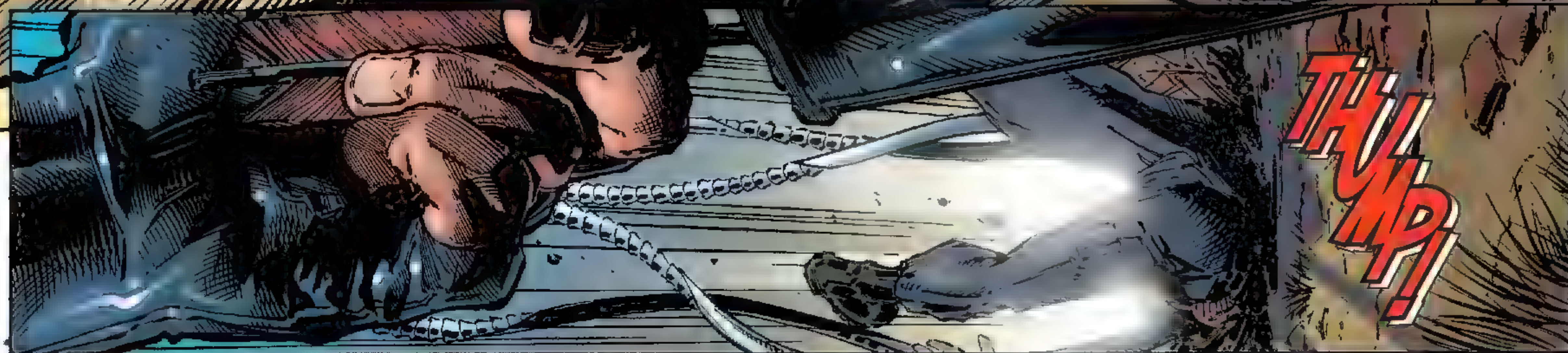


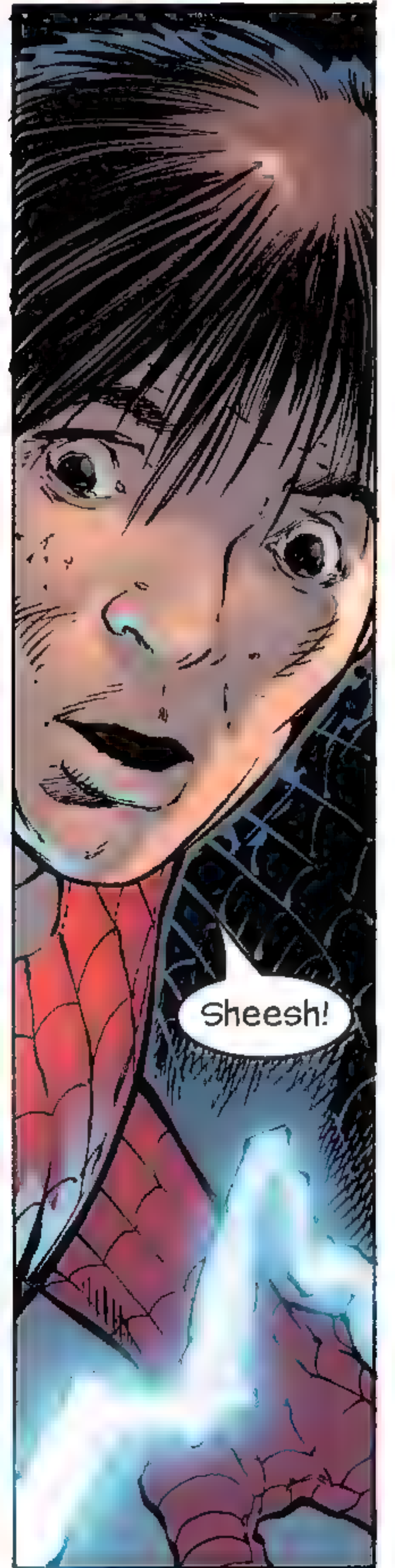
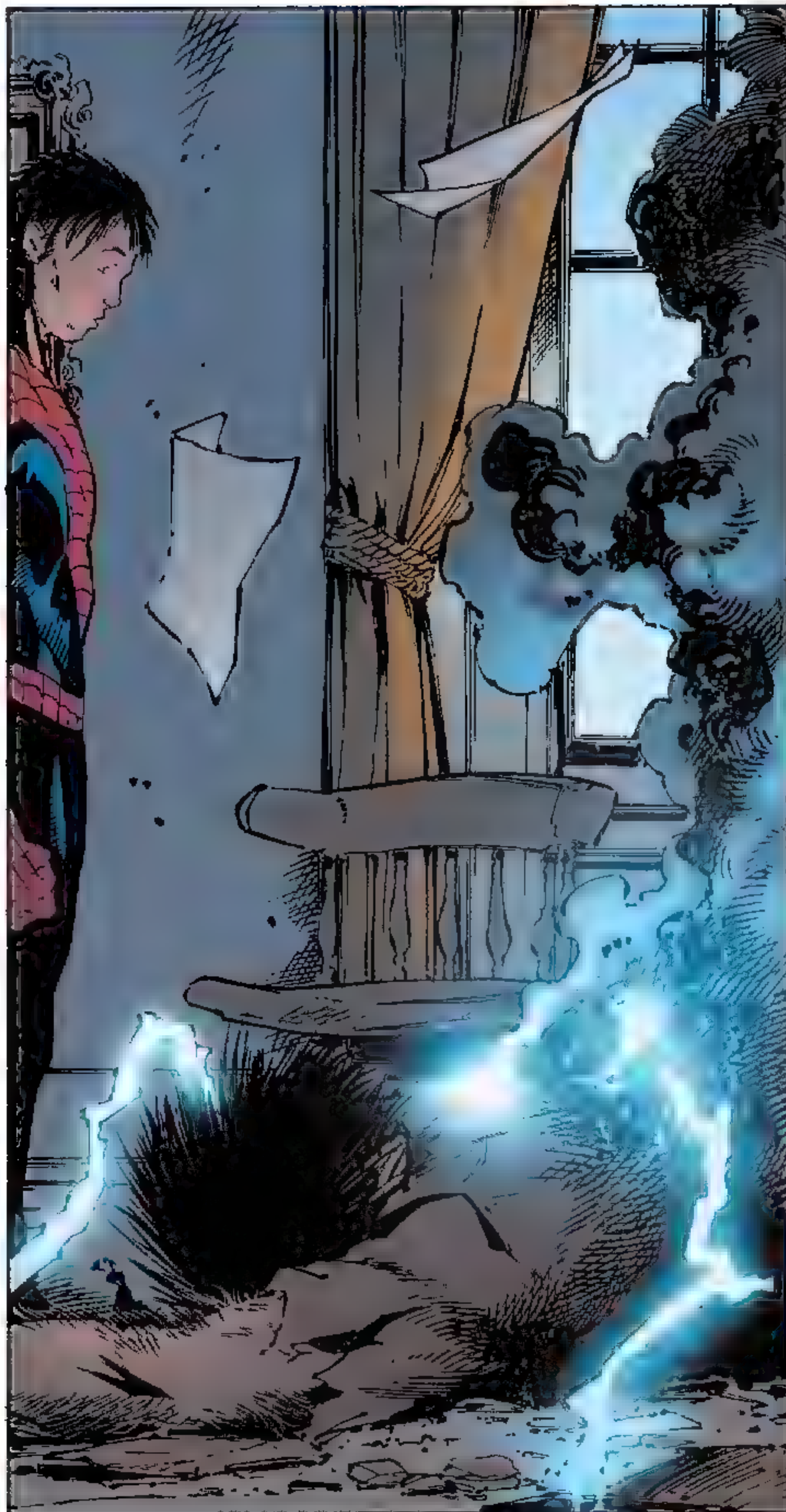
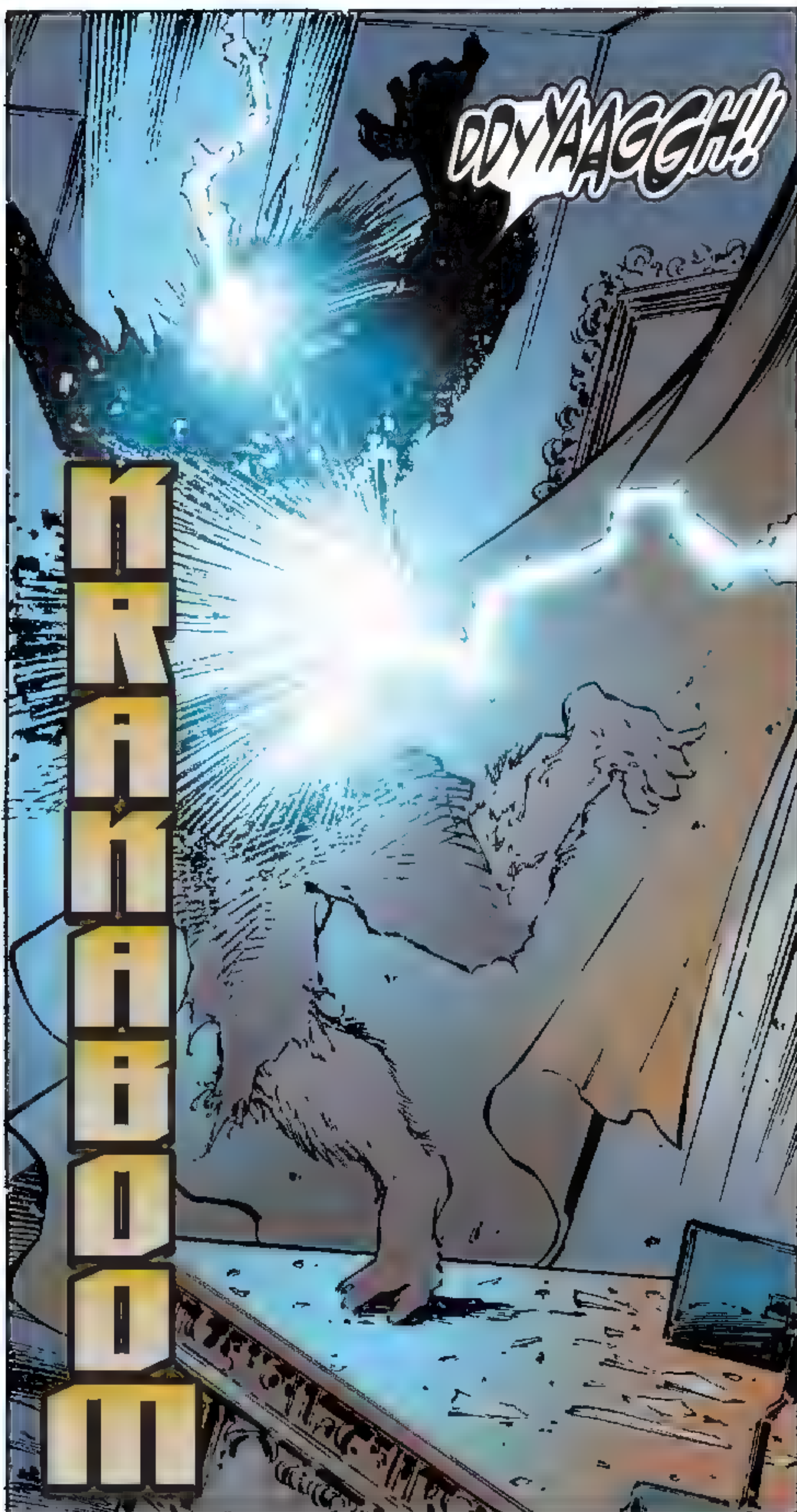
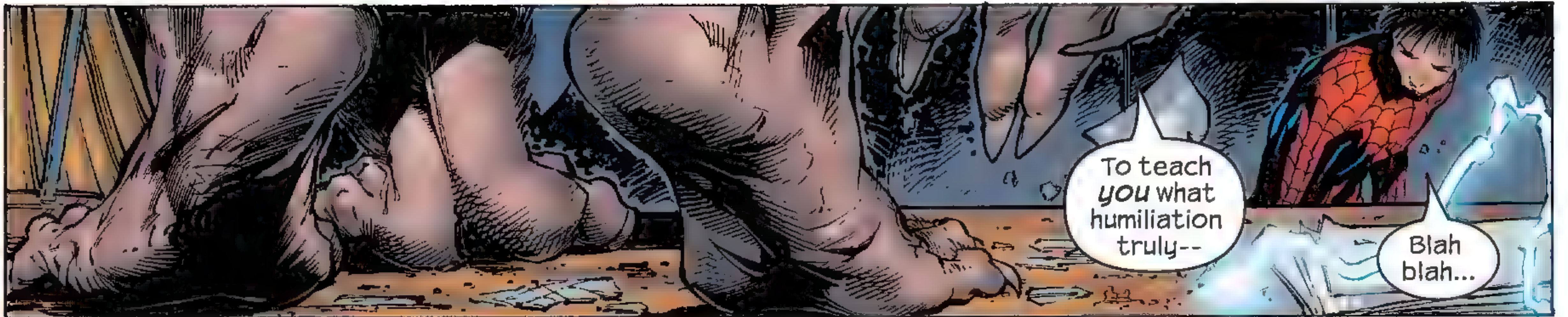


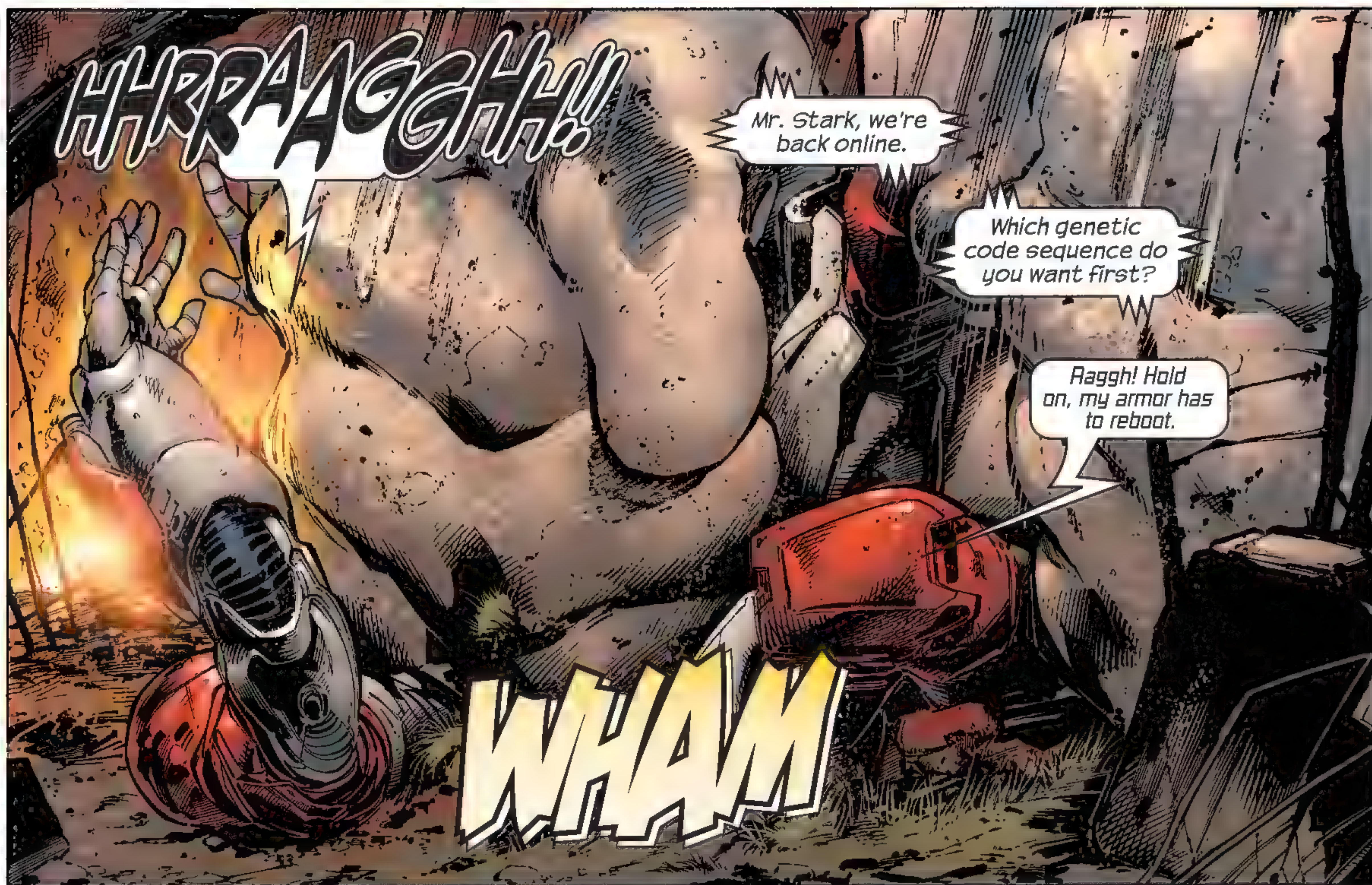










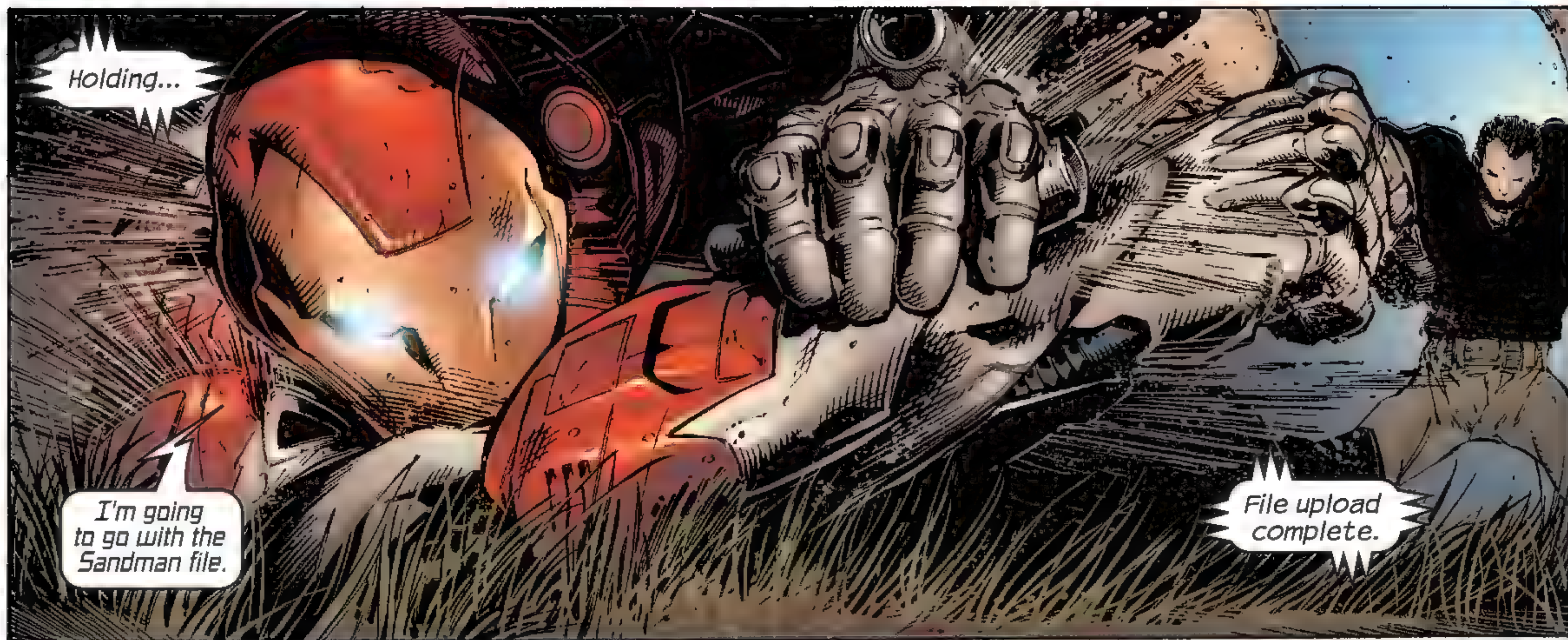


Mr. Stark, we're back online.

Which genetic code sequence do you want first?

Raggh! Hold on, my armor has to reboot.

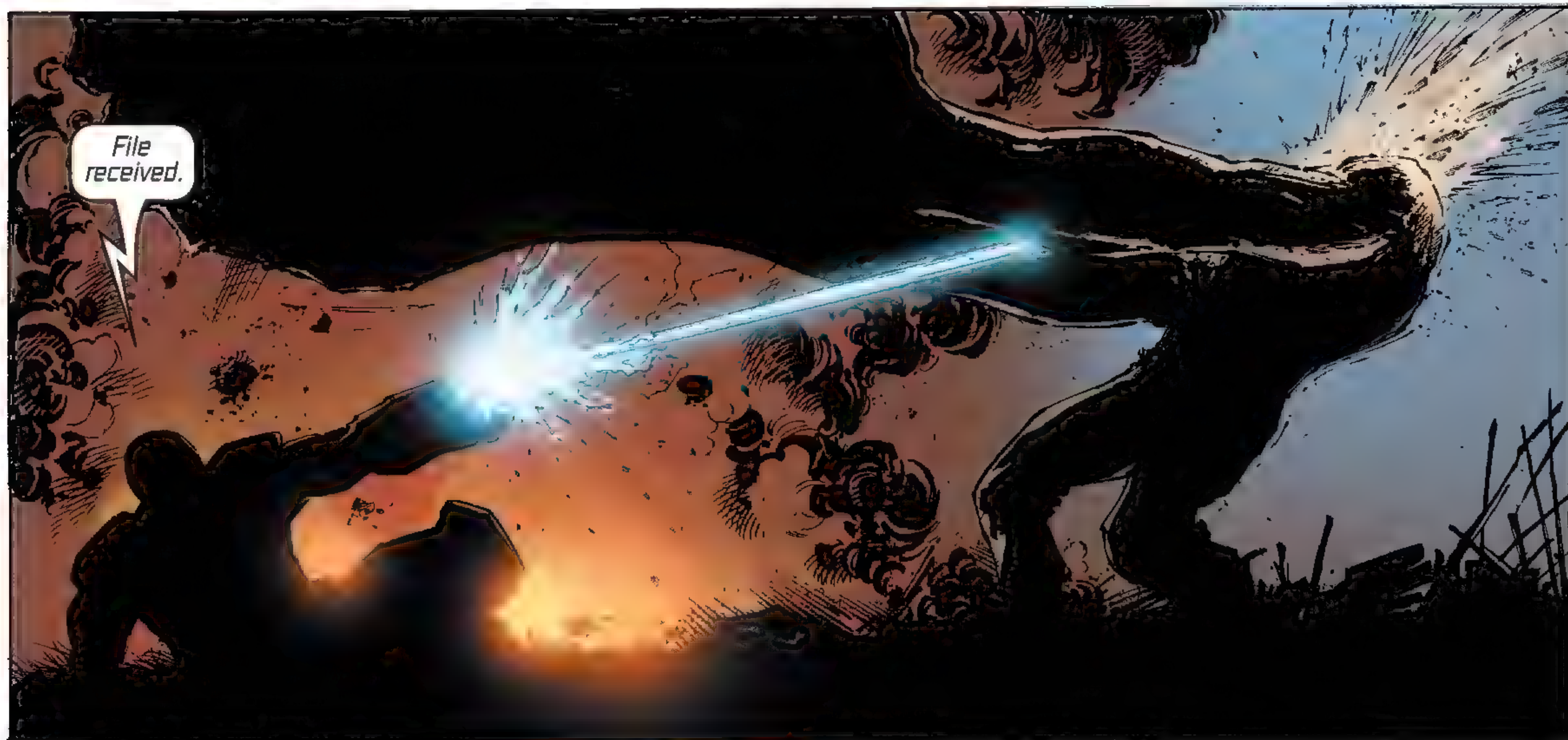
WHAM



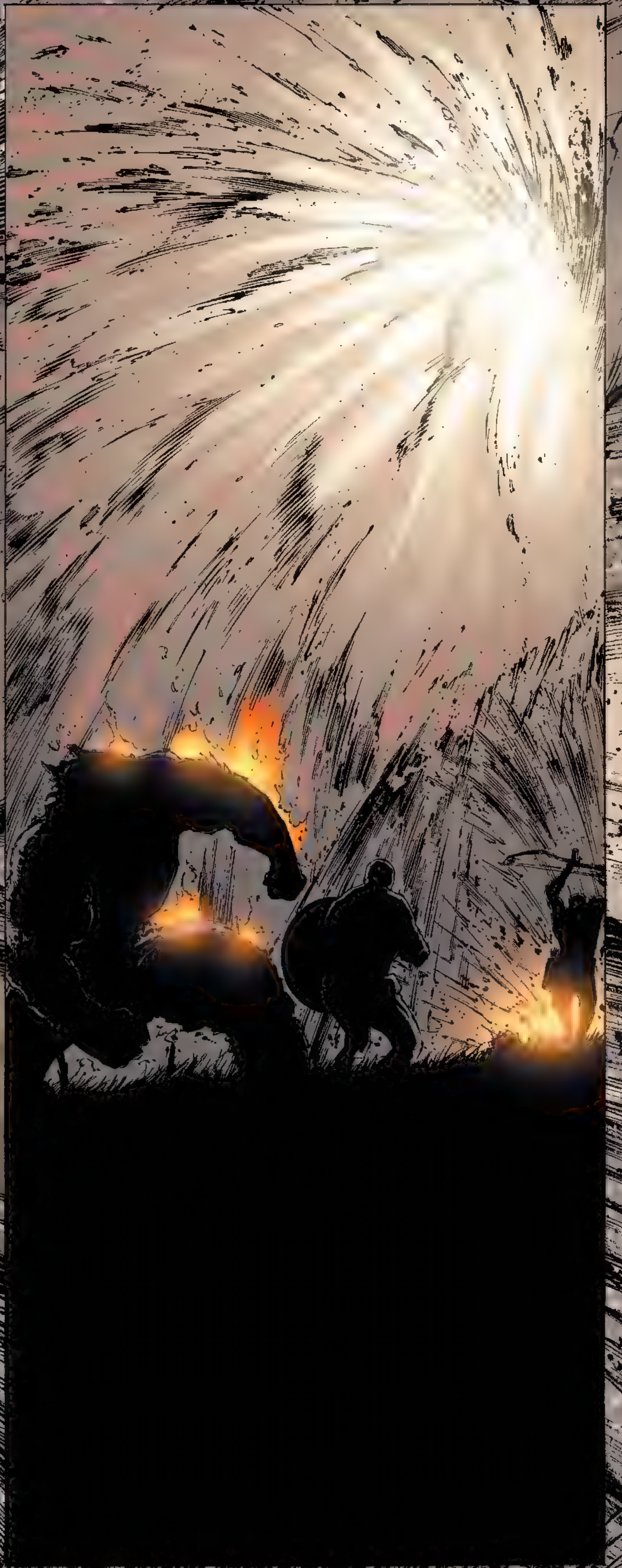
Holding...

I'm going to go with the Sandman file.

File upload complete.



File received.





It's over, Osborn!!

Just drop!

CRACK



NNYAAARRGGHH!!

Captain, even though you and I are beside the point of all this...

...it is my honor to kill you today.

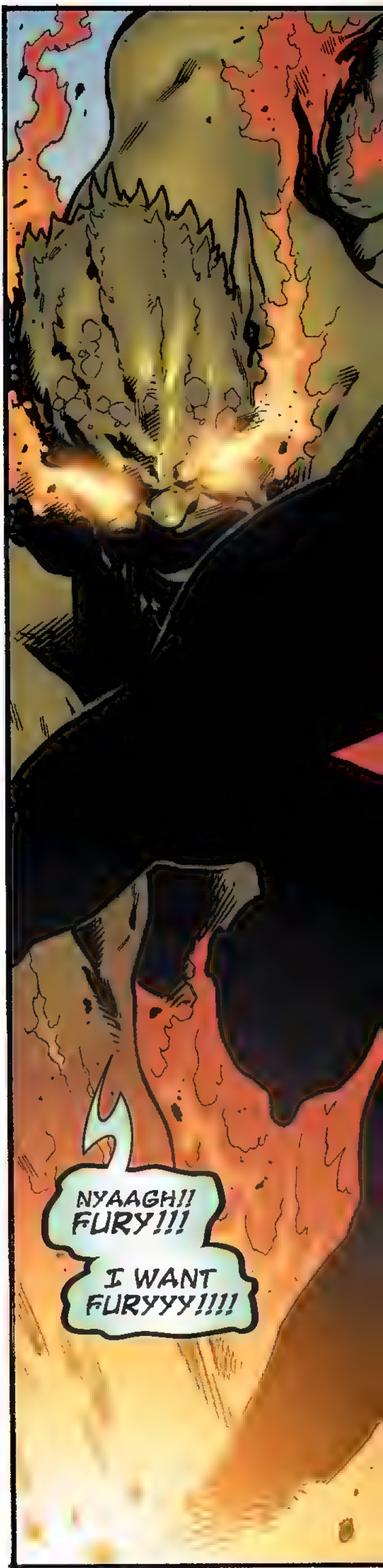
If not for you I would not--

CRACK

ZZT

AARRGGHH!!

Quiet!



NYAAGH!! FURY!!!

I WANT FURYYYY!!!!

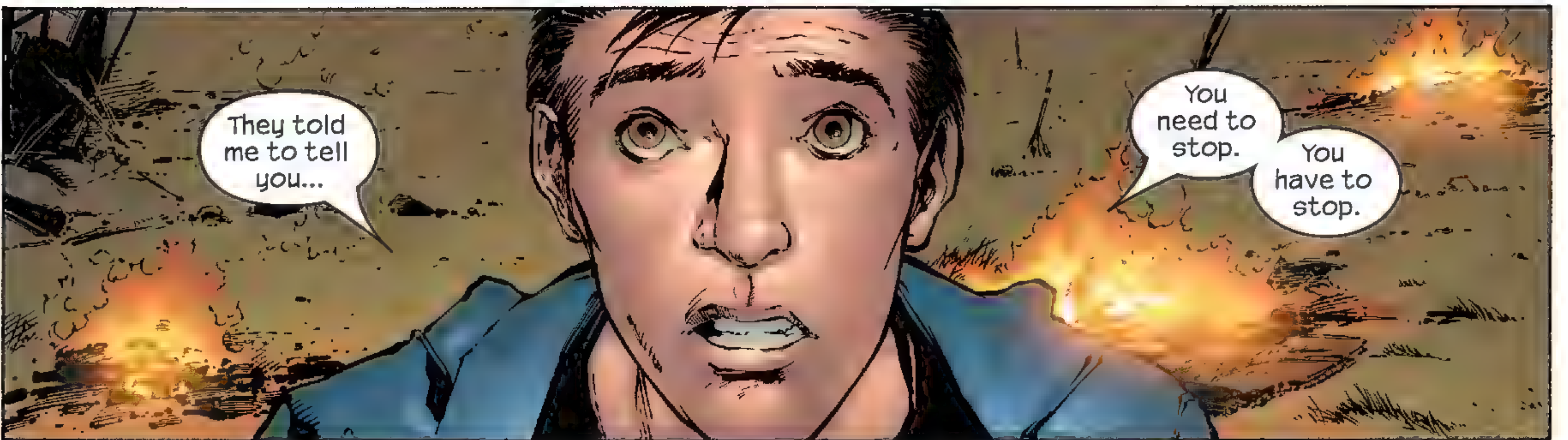
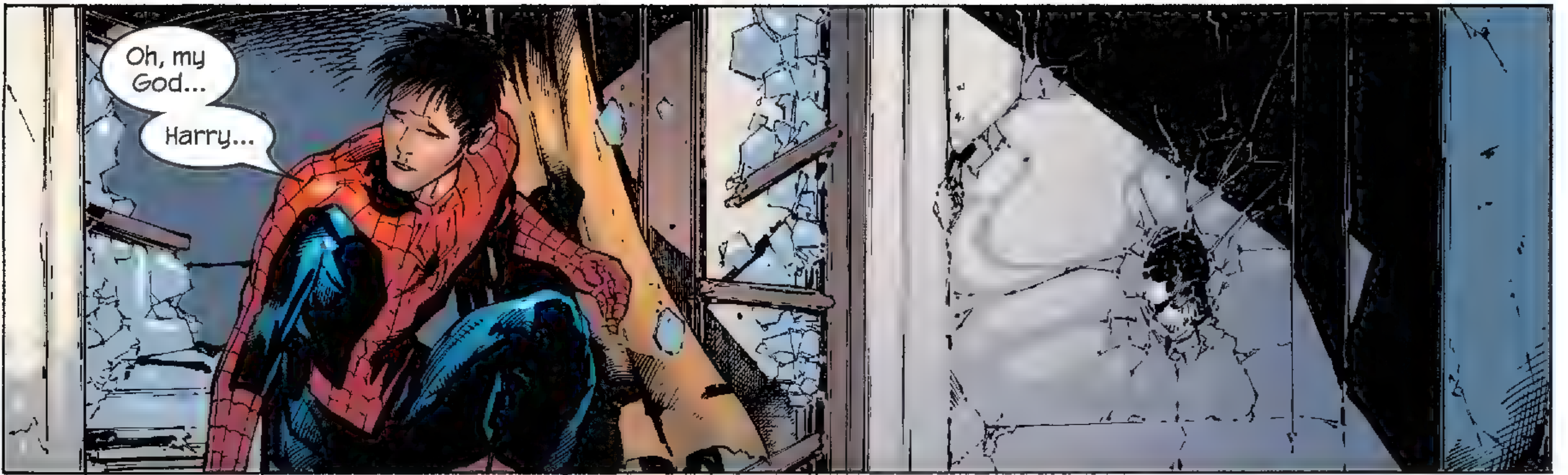


NNYYYYY I WANT TO SHOW FURY WHAT HIS LAST DAY LOOKS LIKE!!!

I WANT TO SHOW HIM WHO DID THIS TO--

Dad!





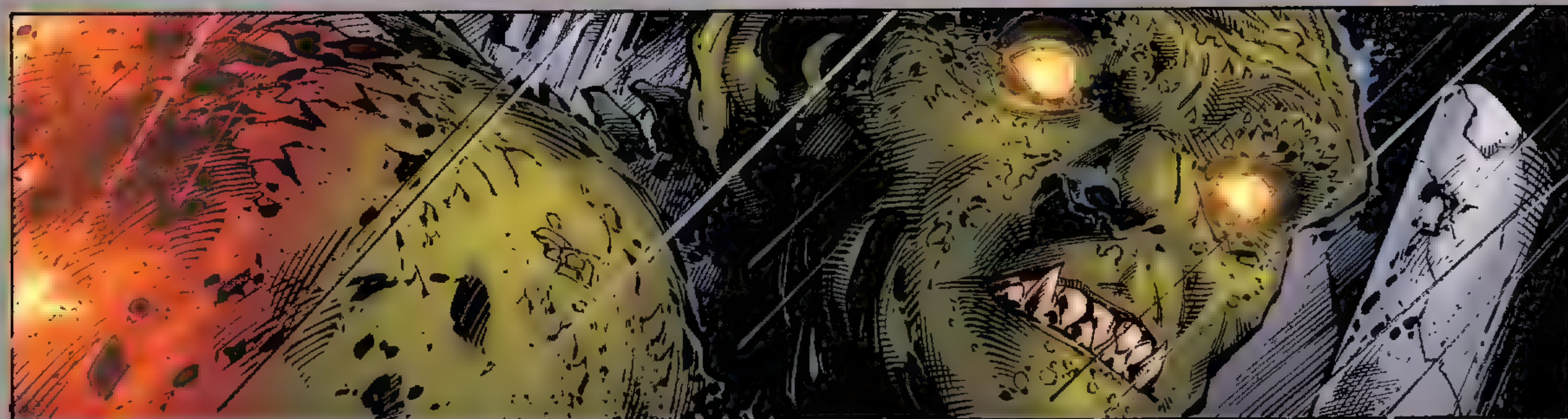


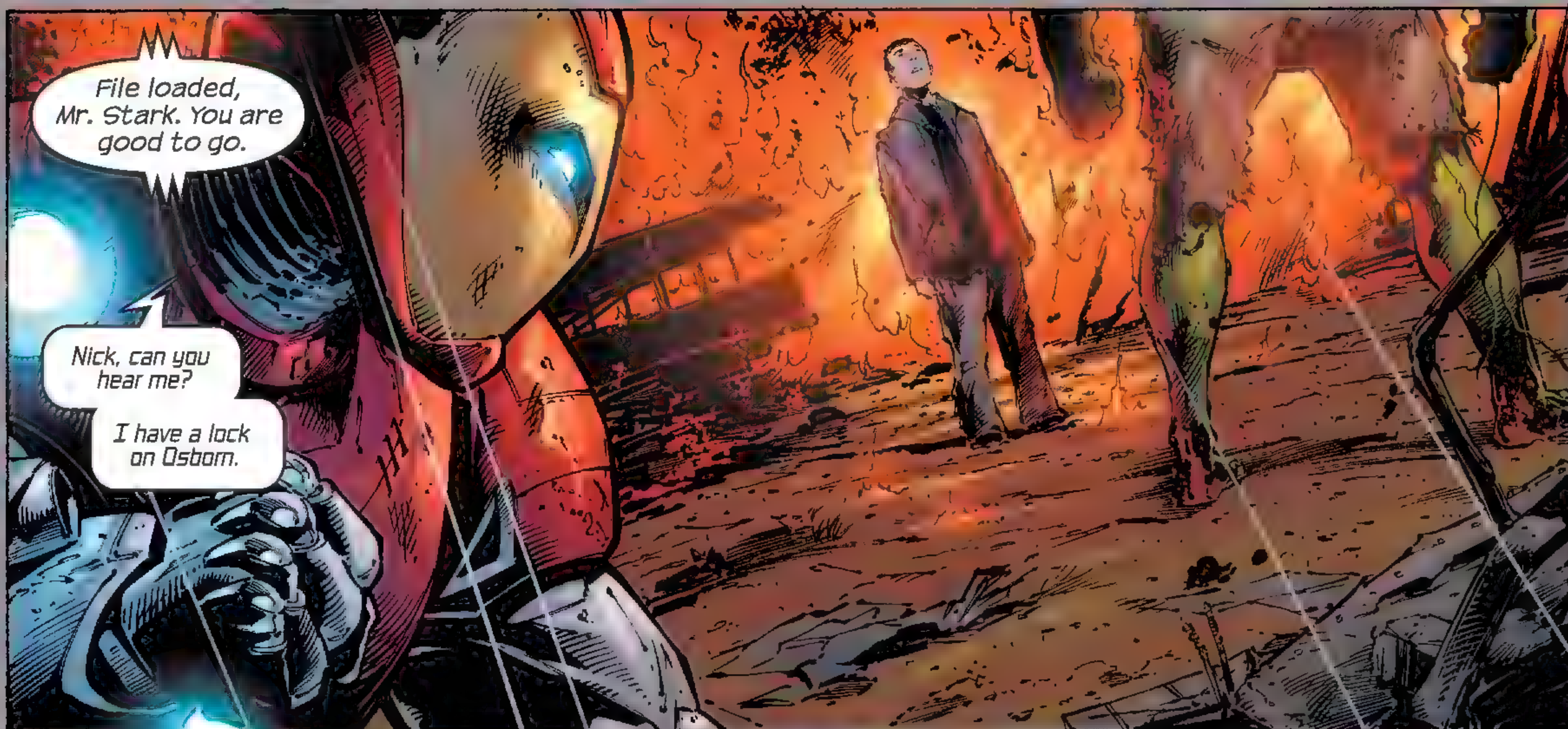




And this
is what the
great Nick Fury
has sunk to...

Shoving
my own child
in front of
me.

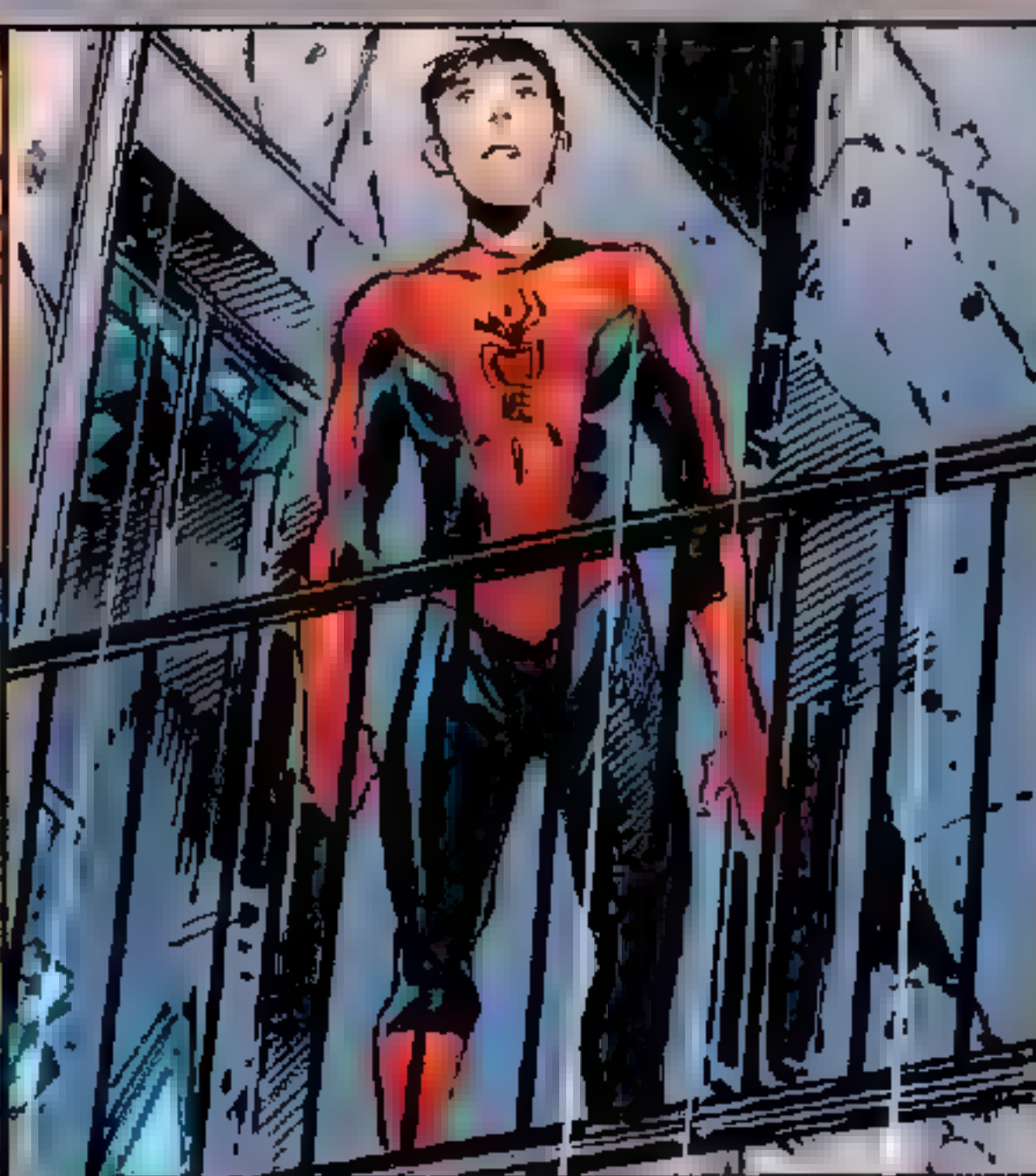
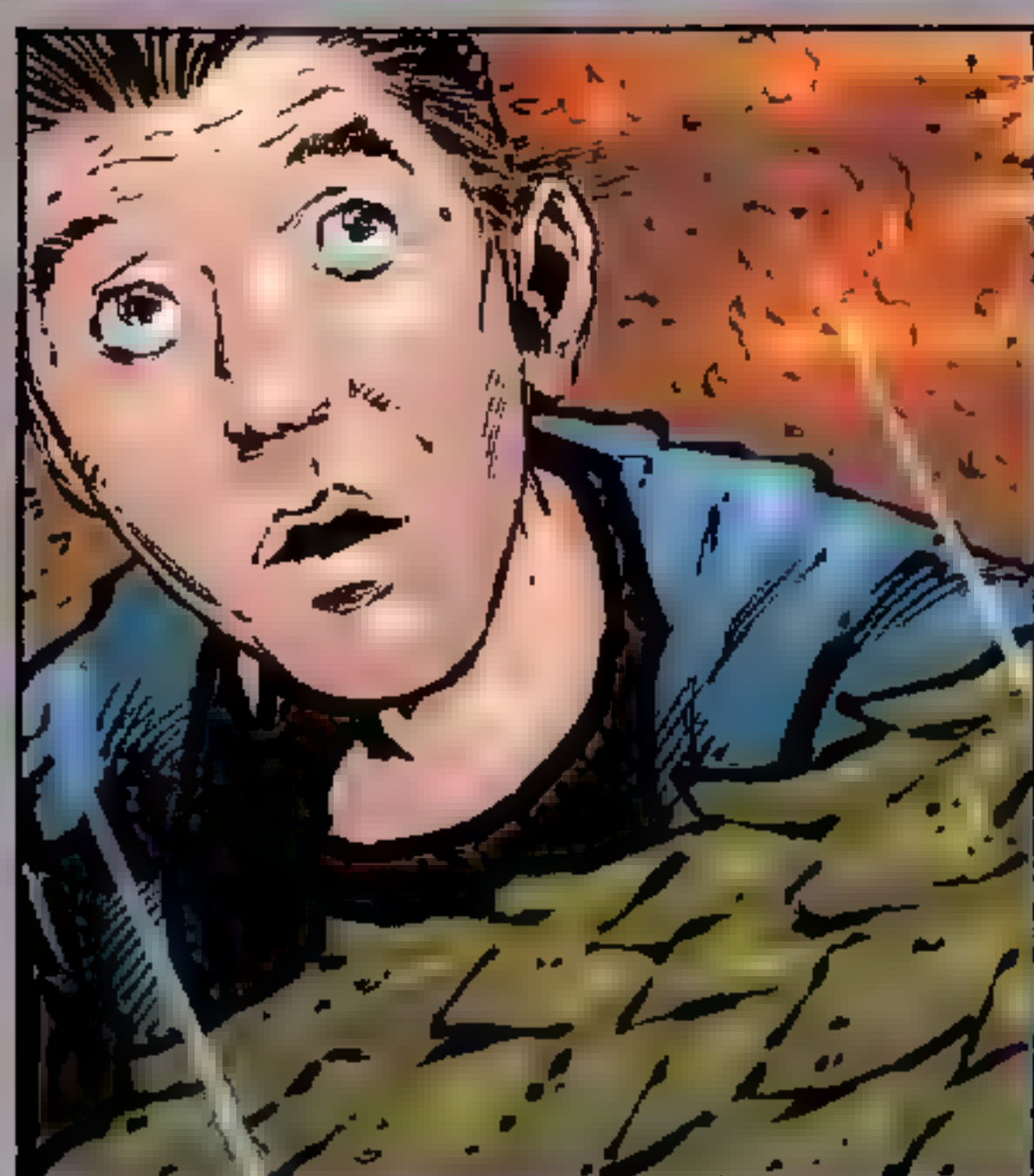




File loaded,
Mr. Stark. You are
good to go.

Nick, can you
hear me?

I have a lock
on Osborn.

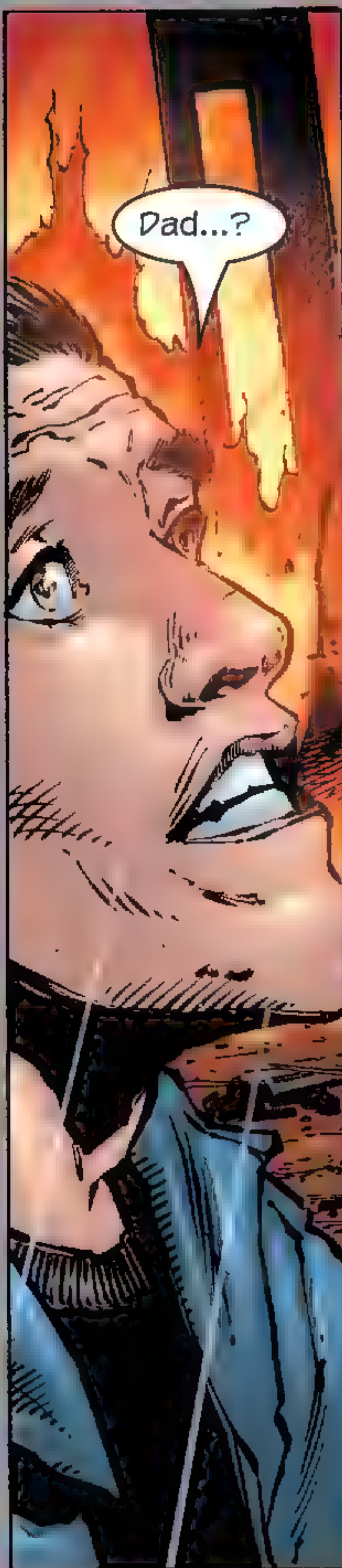


I have
a lock.

I'm taking
the shot.



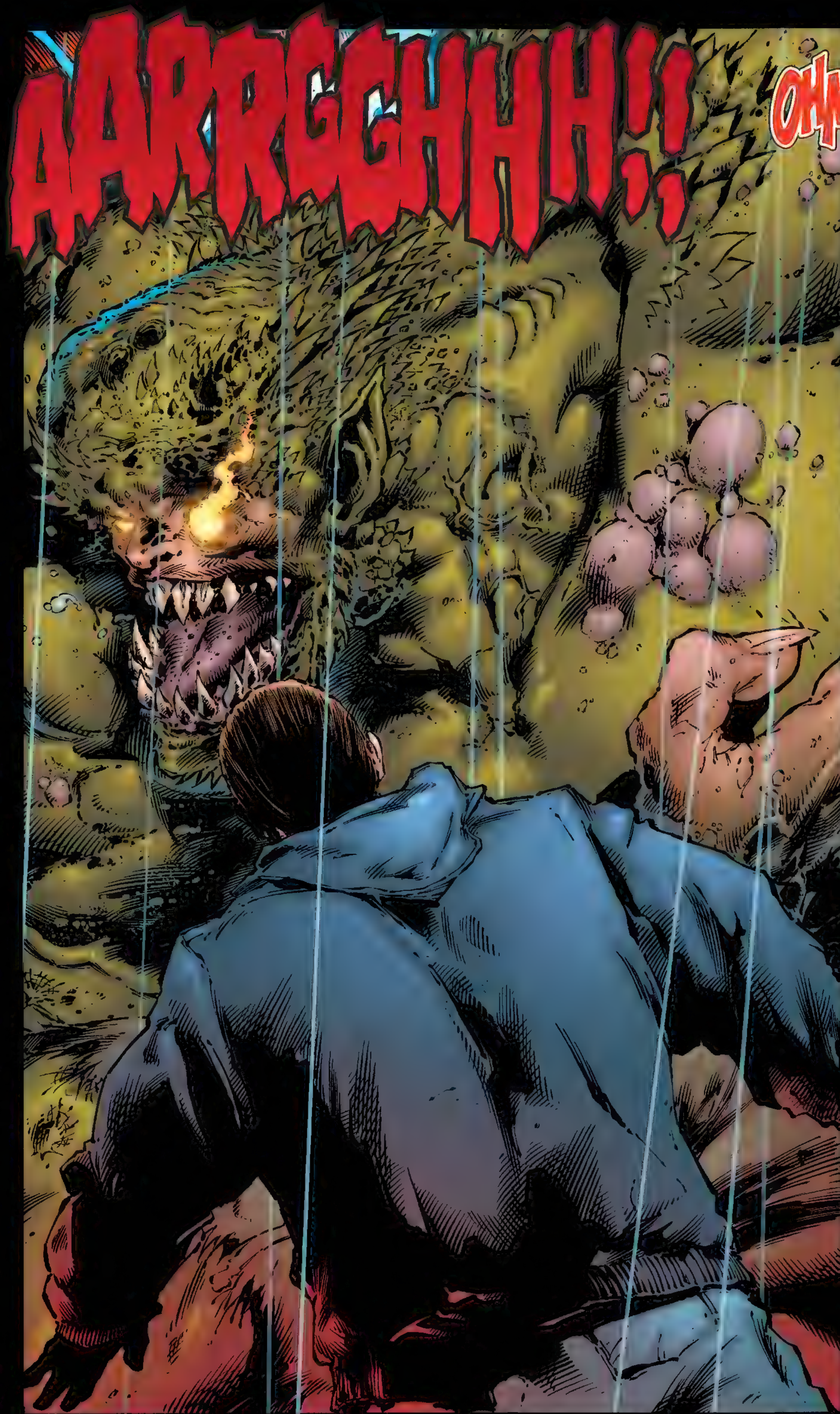
Harry...



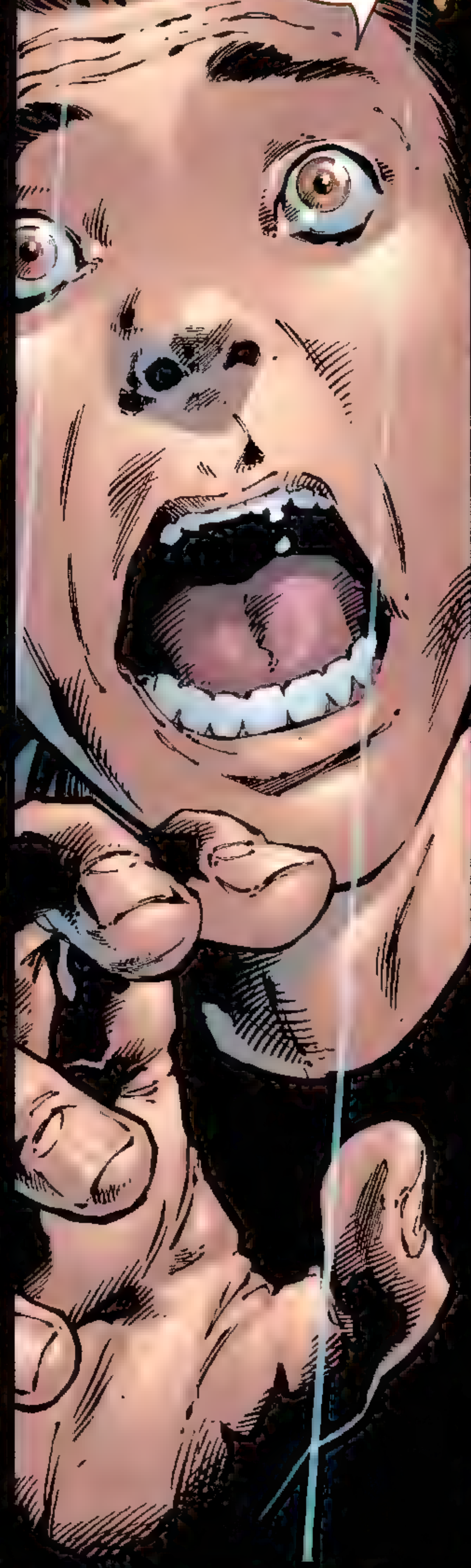
Dad...?

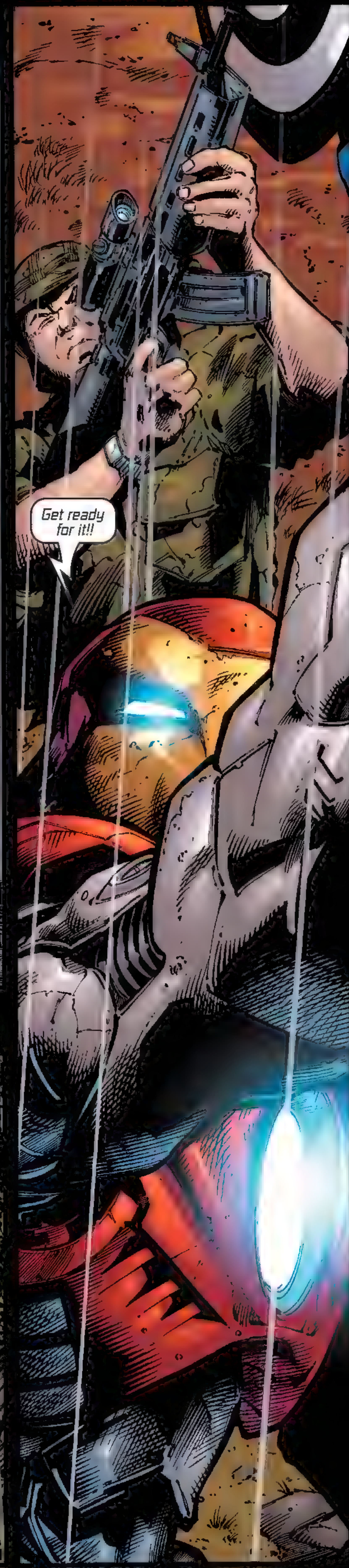
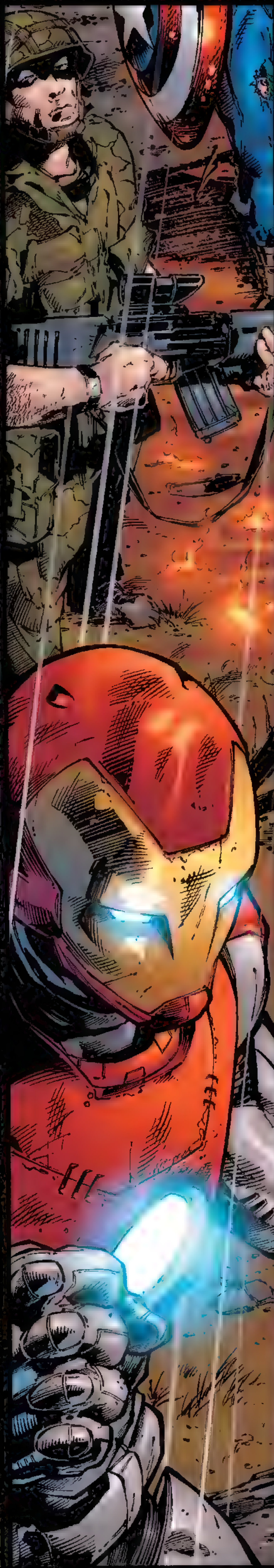
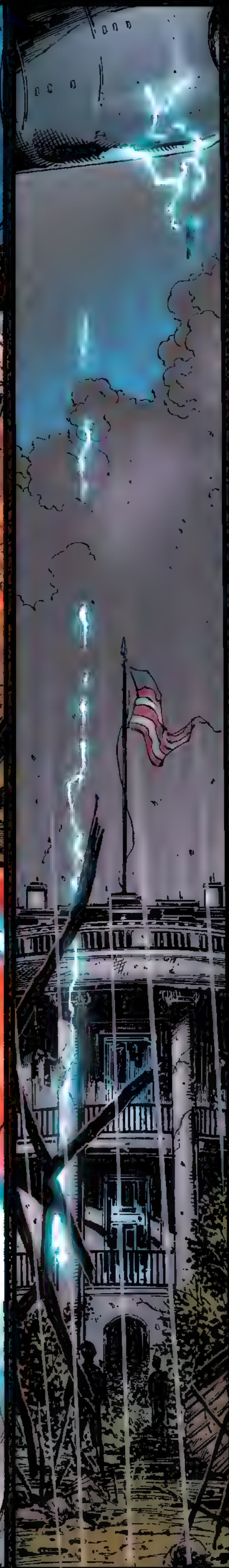


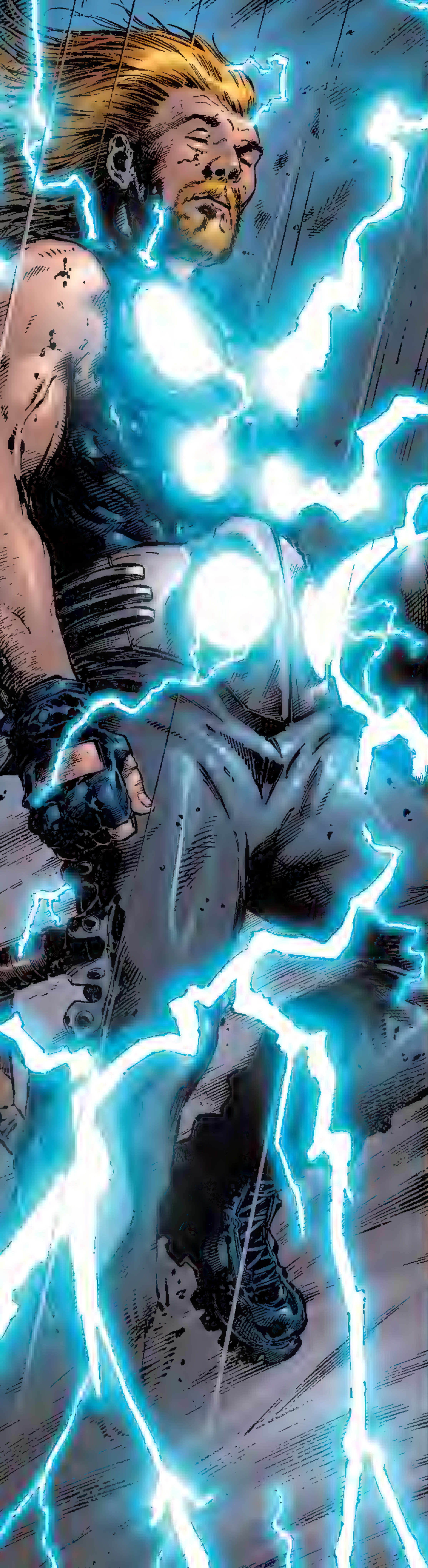
Tony,
wait...



OH MY YAAAGGHH!!







Well done, Thor.

Seriously.

Are we through here?

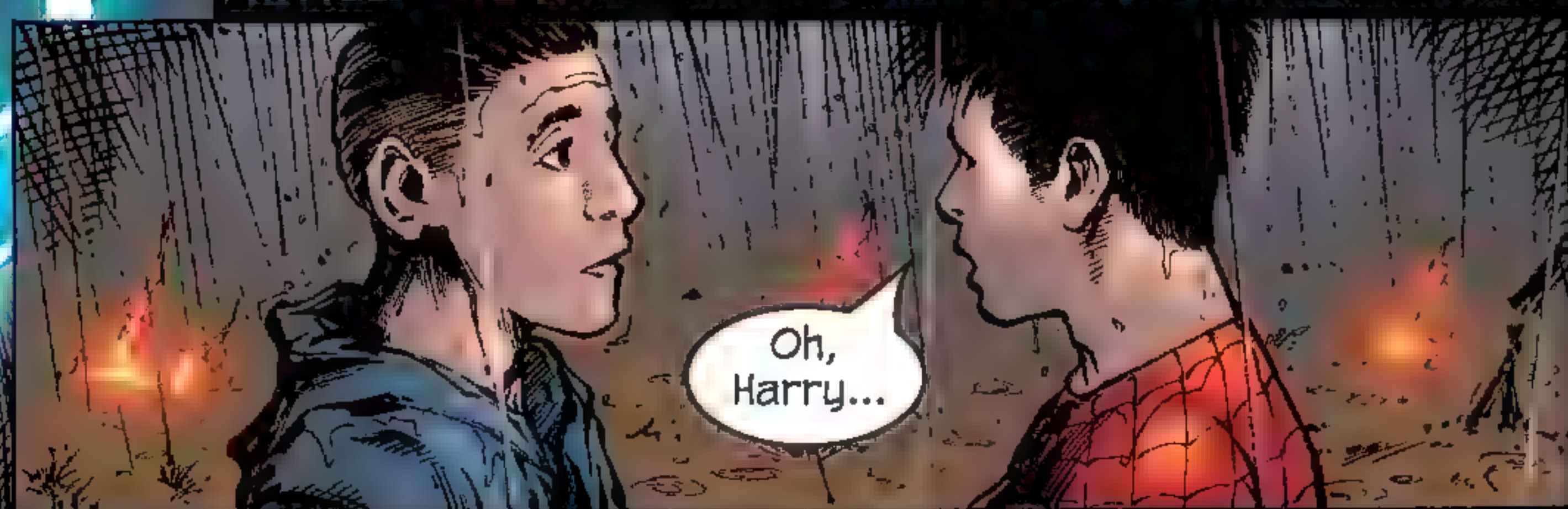
We are.

Alpha Team!! Head out.

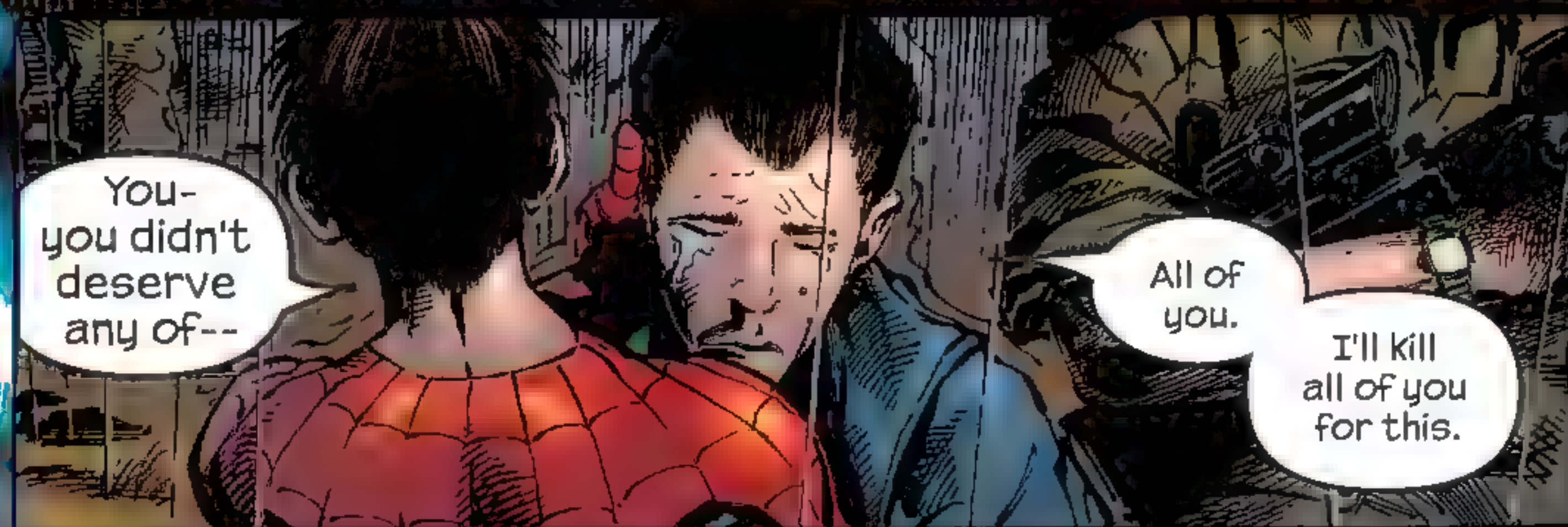
Beta and Clean-up Teams!!

Let's put the lid on this ASAP.

Move!!



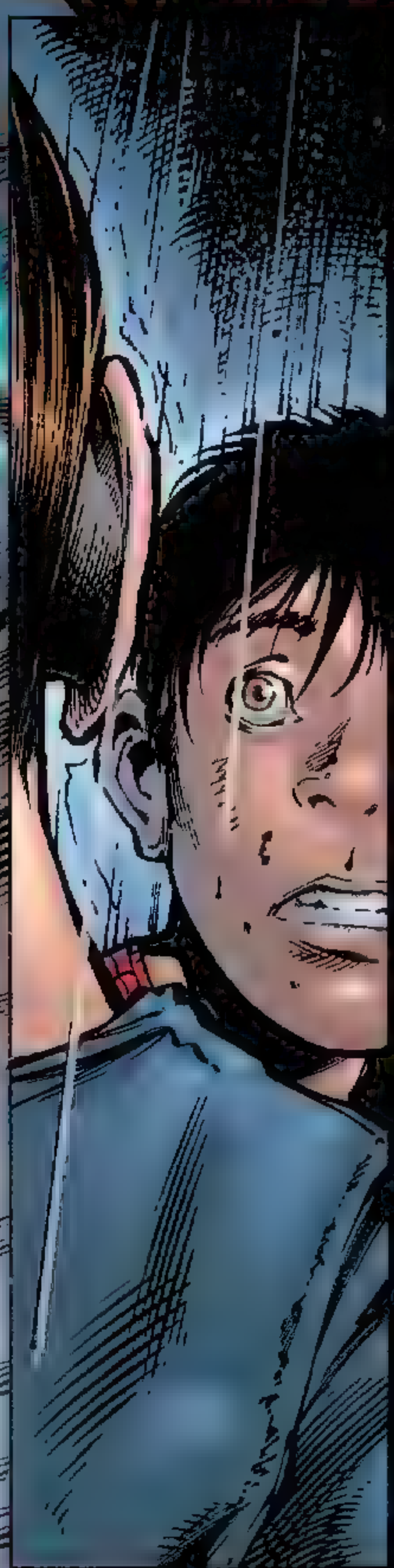
Oh, Harry...



You- you didn't deserve any of--

All of you.

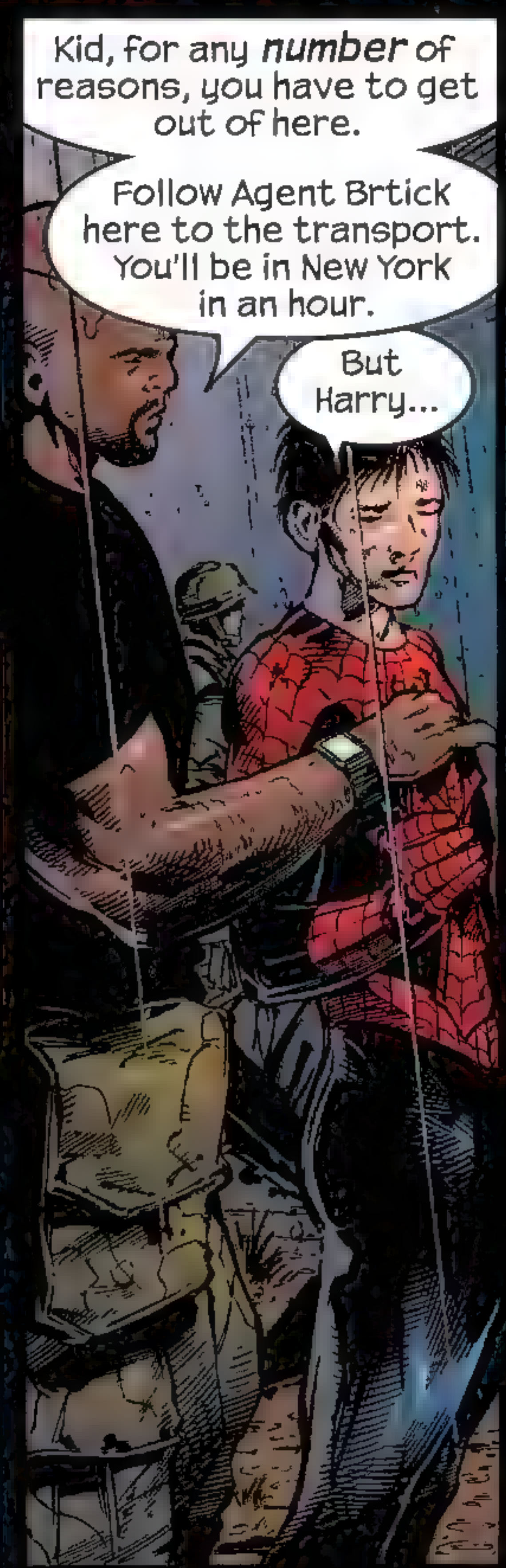
I'll kill all of you for this.



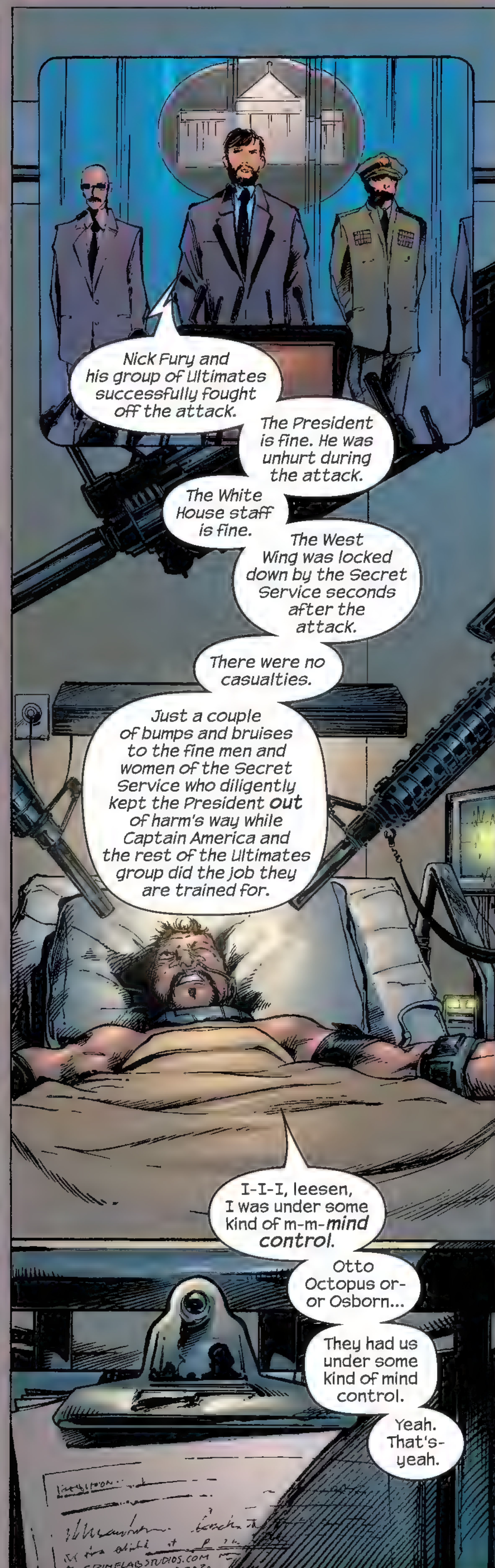
Kid, for any *number* of reasons, you have to get out of here.

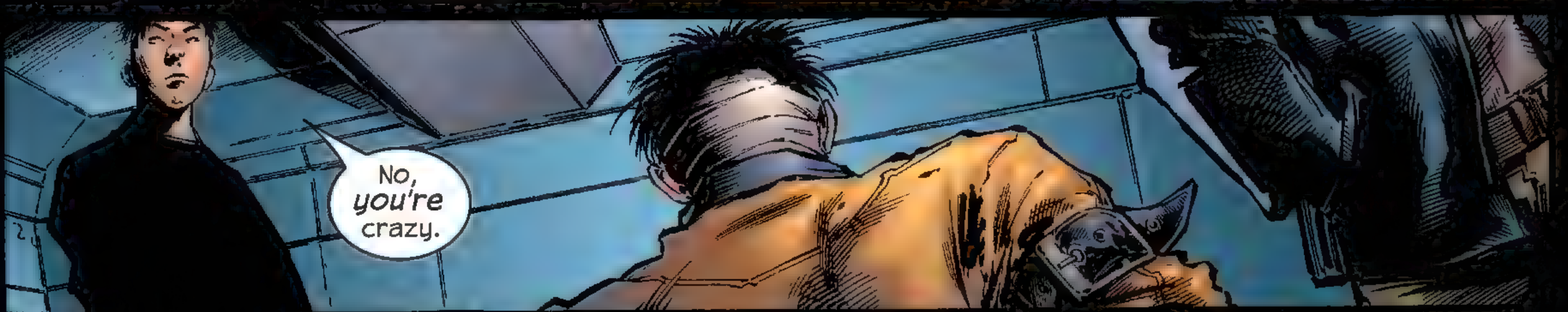
Follow Agent Brtck here to the transport. You'll be in New York in an hour.

But Harry...



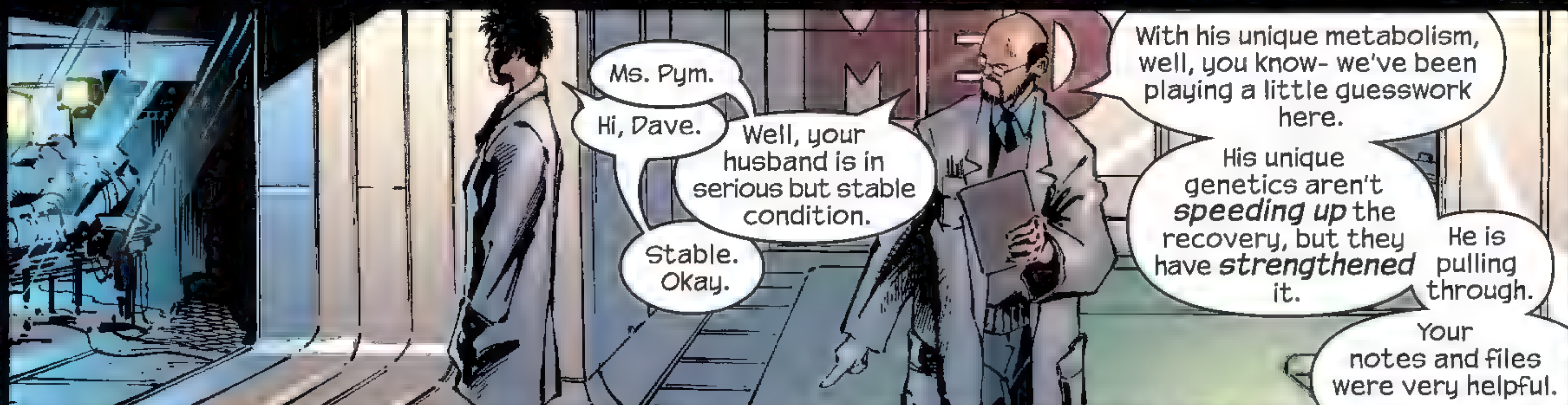
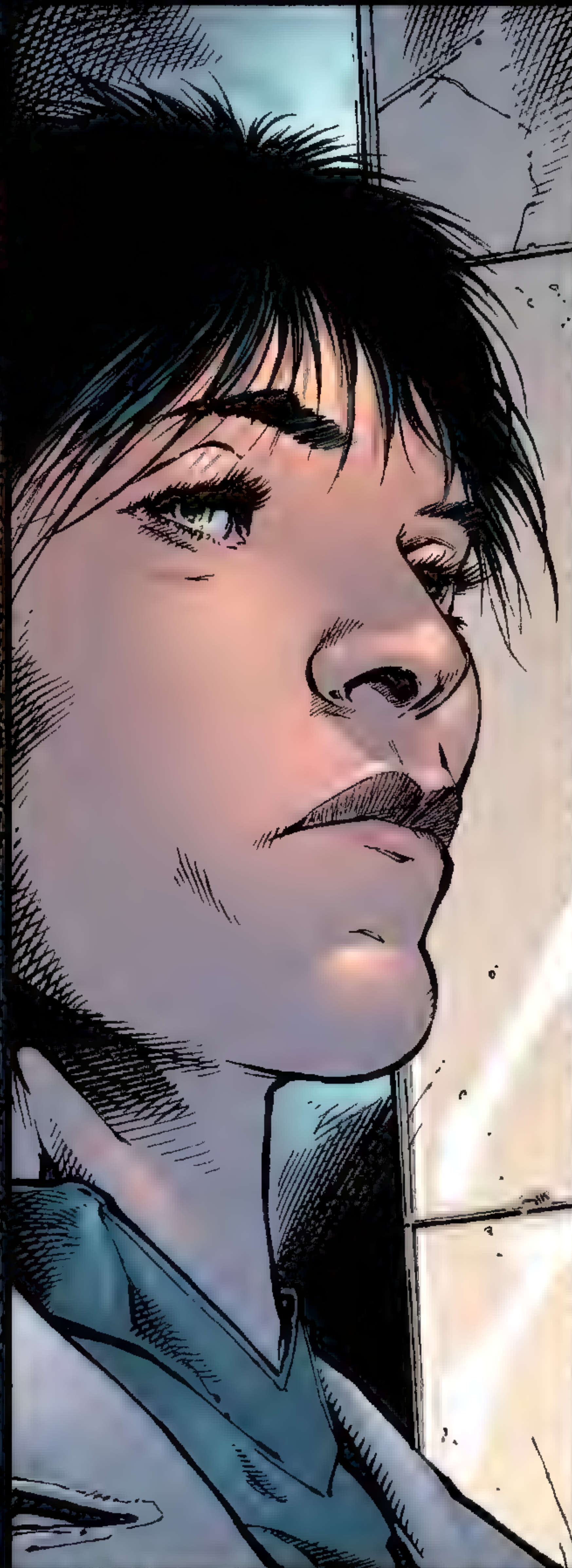
We got it under control.

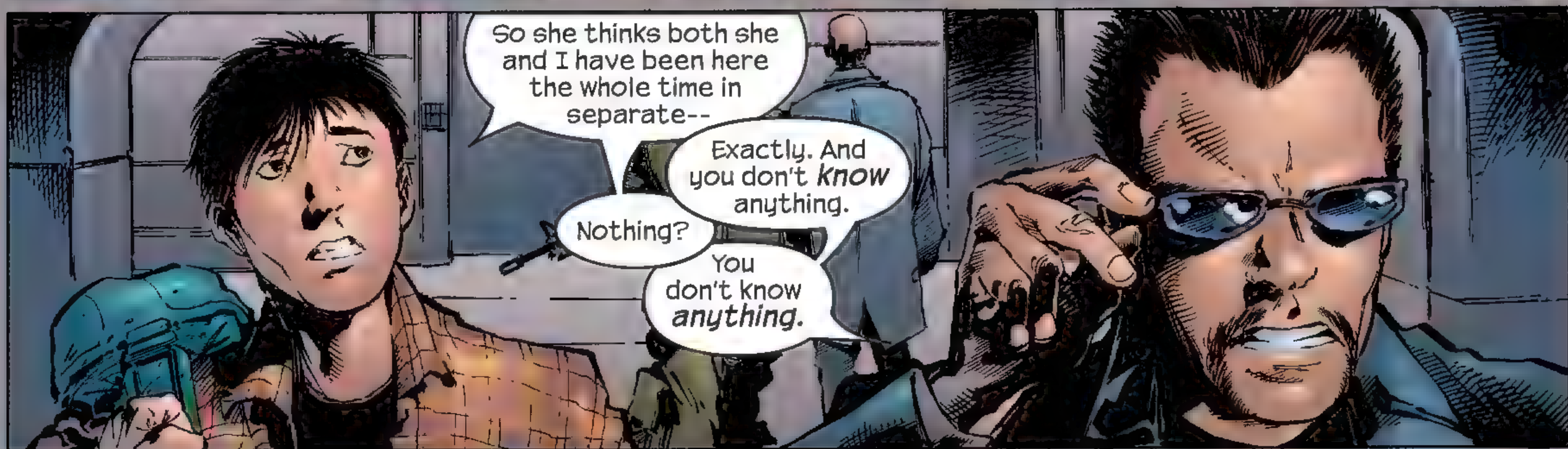
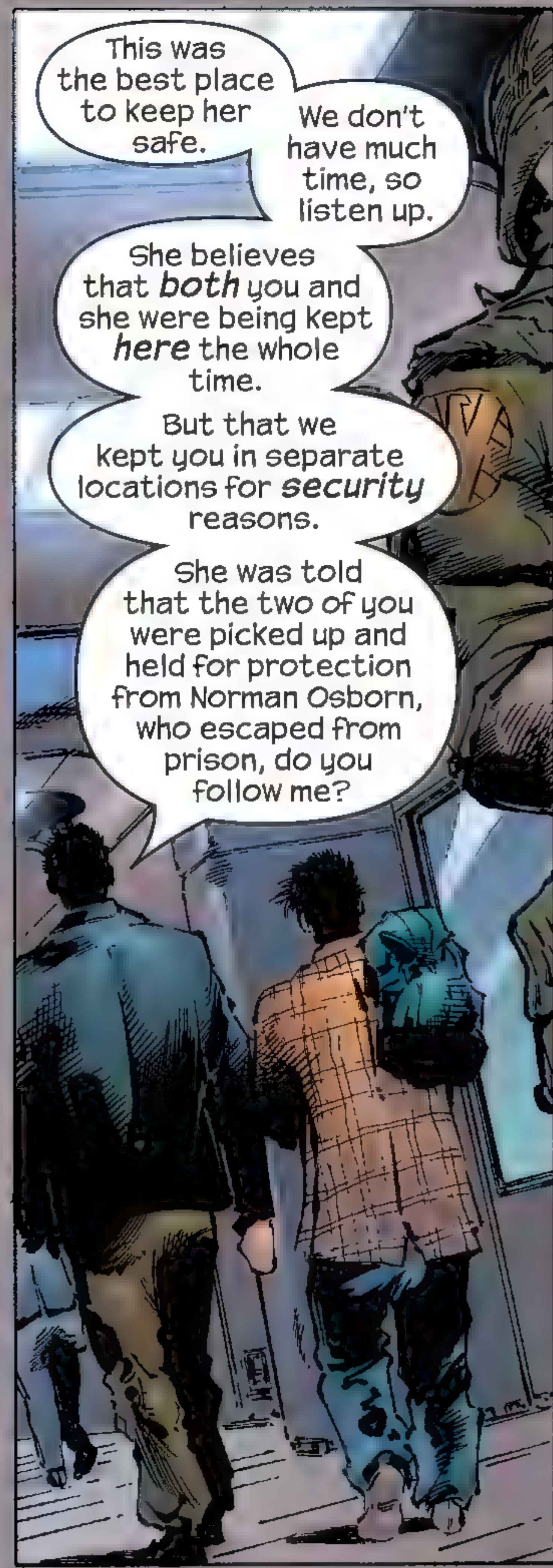


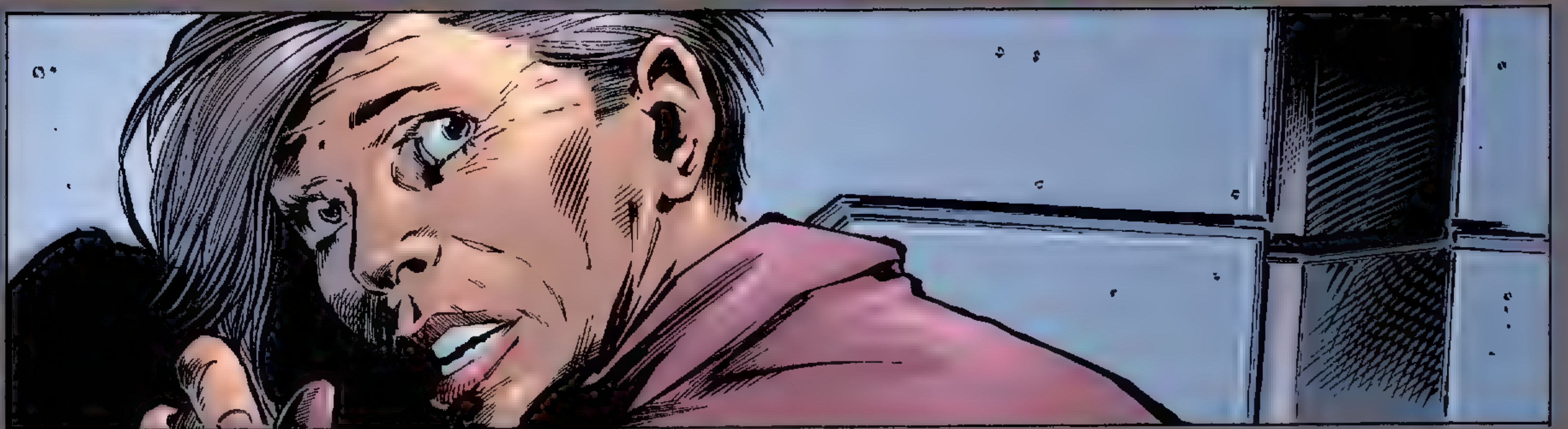


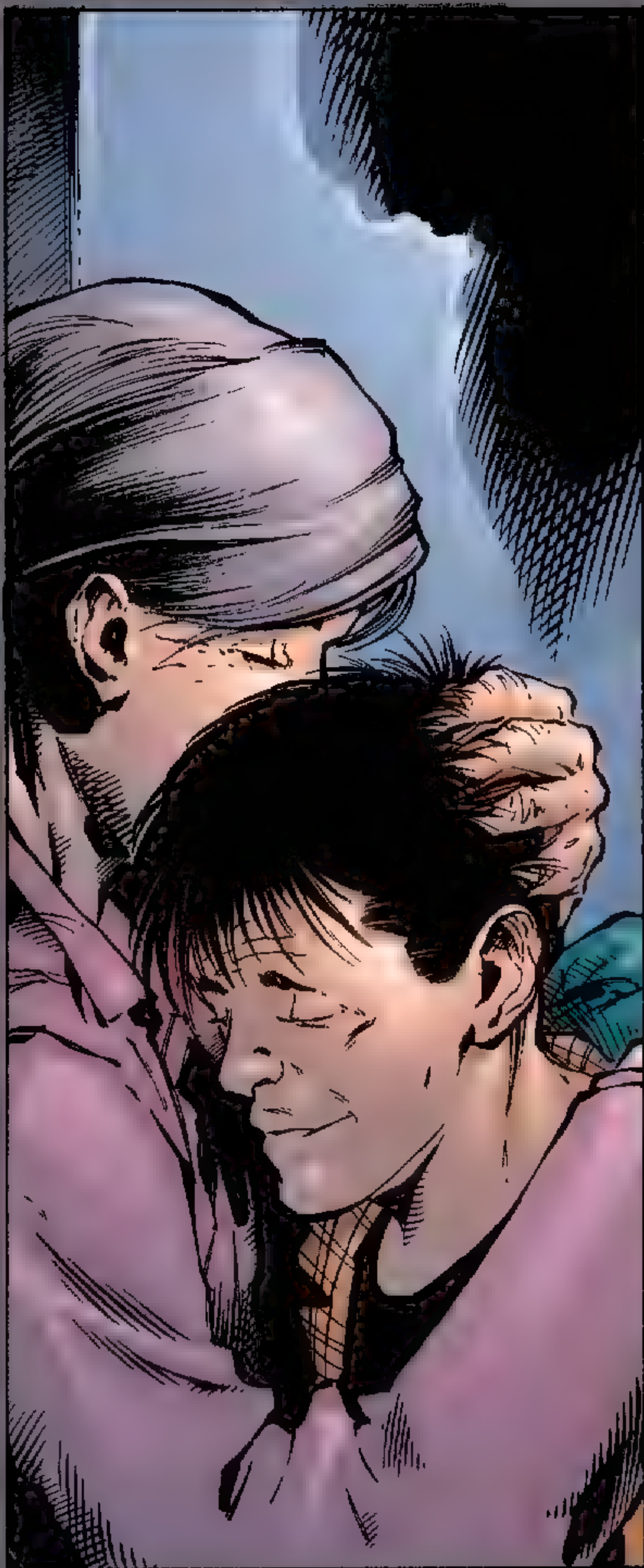
THE TRISKELION

Headquarters and home of The Ultimates, the U.S. sanctioned superhuman task-force created by Nick Fury and S.H.I.E.L.D.









Are you okay? Are you all right?

Yeah, yeah, I've been sitting here for, like, *hours*.



Can we please go home?

Right this way, Ma'am.

This is all over? You caught this Osborn person?

Yes, Ma'am.

This is all over?



I'm sorry, Ma'am.

He is back in custody.

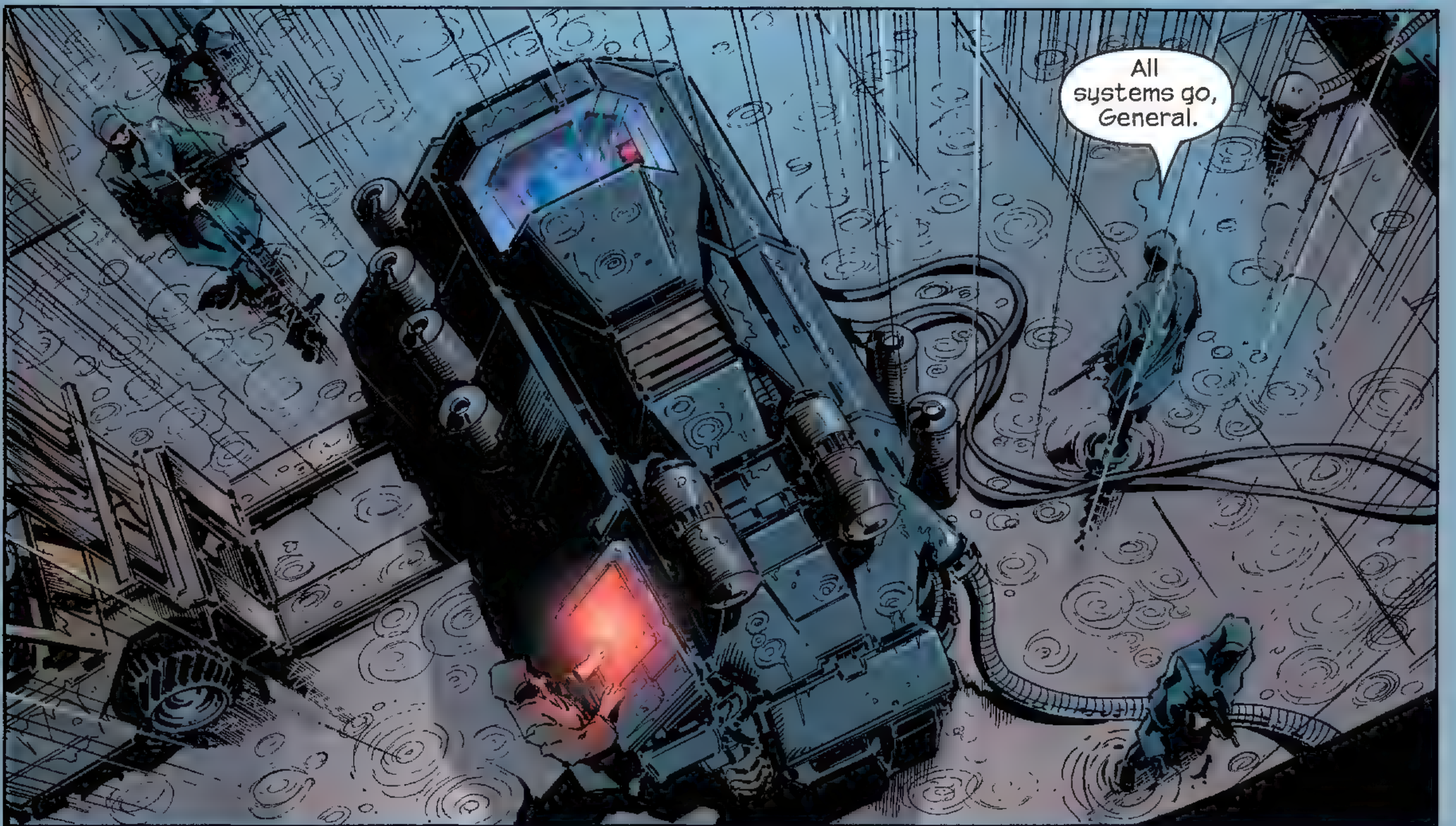
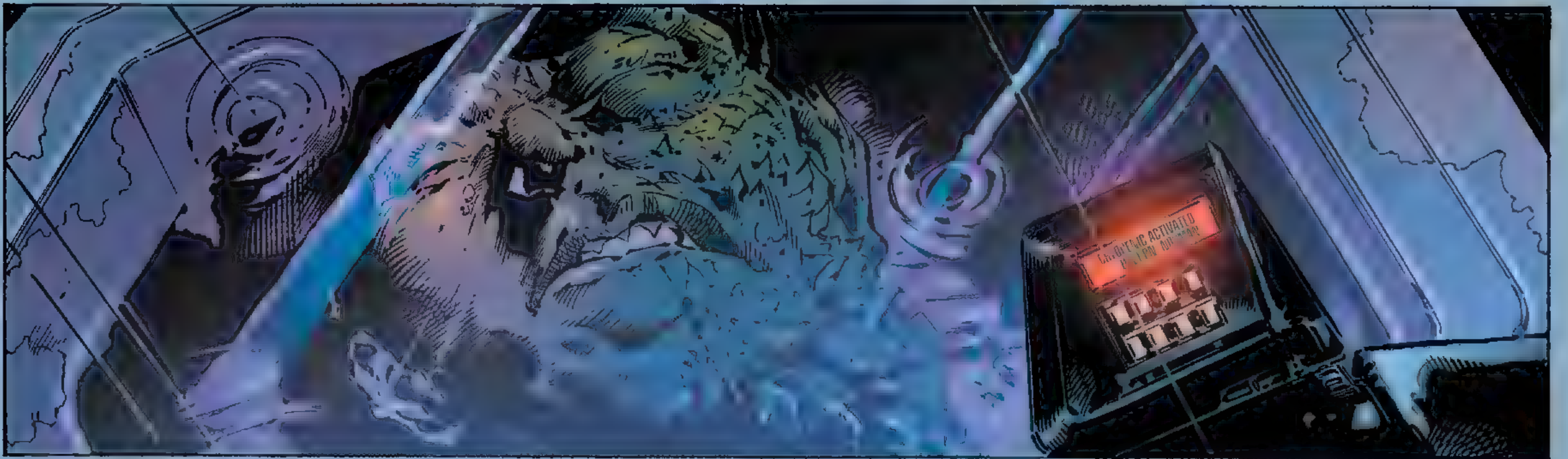
Where?

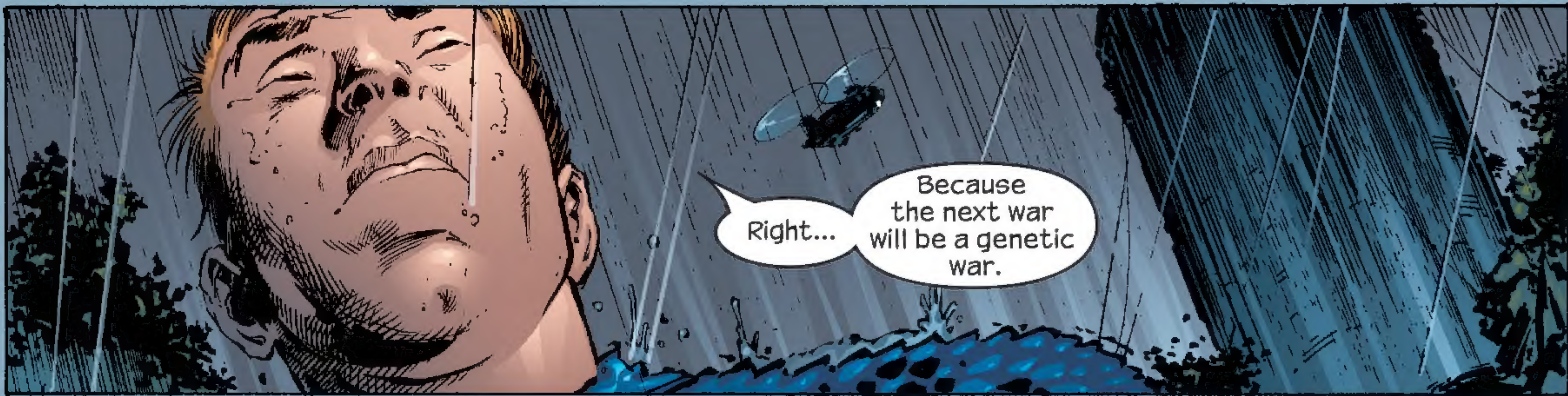
I can't tell you that.

But you are safe.

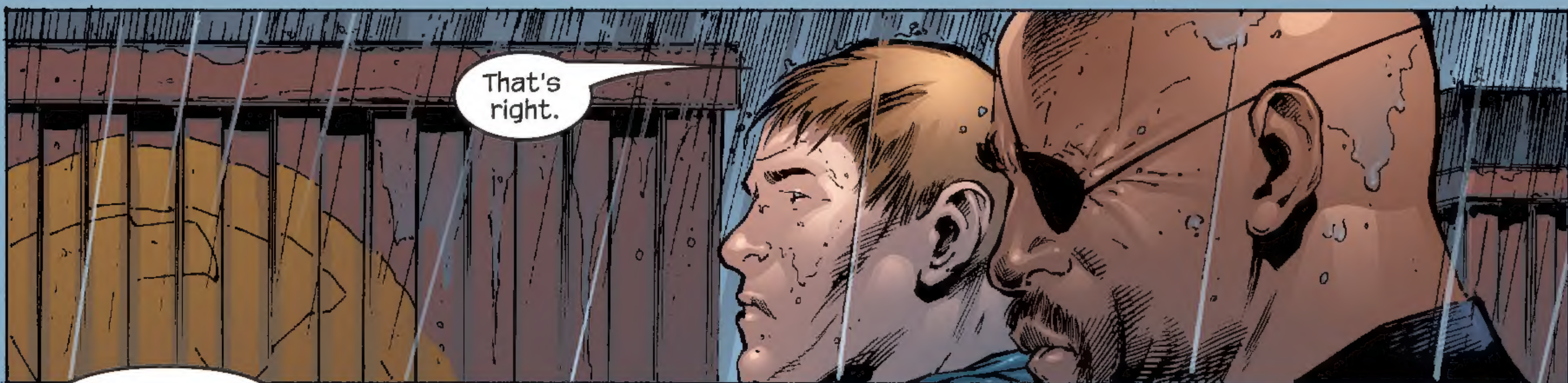


Just-just please take us home.

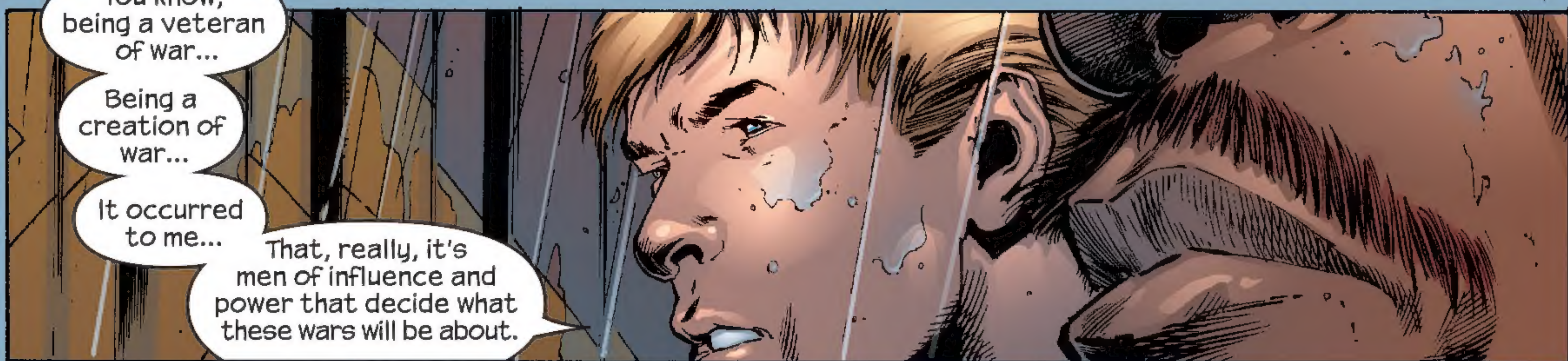




Right...
Because the next war will be a genetic war.



That's right.



You know, being a veteran of war...

Being a creation of war...

It occurred to me...

That, really, it's men of influence and power that decide what these wars will be about.



They decide *who* we are going to fight and *how* we will fight them...

And *then* they go about *planning* the fight.

In a sense, really, these people of power *will* the war into existence.





Next: Hollywood

ULTIMATE SANDMAN

by MARK BAGLEY

MARVEL

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ALL BLEED ART MUST EXTEND TO SOLID LINE

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MARVEL

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HEY - BRIAN -
I'VE ALREADY DRAWN
HIM IN #46 - ANY
INPUT?

INSTRUCTIONS FOR DOUBLE PAGE SPREAD: CUT AS SHOWN, ABUT PAGE EDGES, TAPE ON BACK. DO NOT OVERLAP.
CUT RIGHT-HAND PAGE AT THIS LINE - or

or - CUT LEFT-HAND PAGE AT THIS LINE

AND THEN THERE WERE SIX...



They are genetically altered men with one thing in common: They have all been beaten by Spider-Man. Now, Norman Osborn (the Green Goblin), Dr. Otto Octavius (Doctor Octopus), Flint Marko (Sandman), Max Dillon (Electro) and Sergei Kravinoff (Kraven the Hunter) are being held together in a S.H.I.E.L.D. containment center.

But they will not be held for long.

What happens when five of the world's worst criminals escape and join forces? Who will they target as the sixth member of their deadly alliance? Spider-Man must do whatever it takes to make sure his family and friends are safe. But even with the help of the Ultimates, will that be enough?

Collecting *Ultimate Spider-Man* #46 and *Ultimate Six* #1-7 — written by **Brian Michael Bendis** (*All-New X-Men*), and illustrated by **Mark Bagley** (*Fantastic Four*) and **Trevor Hairsine** (*Captain America*) with **Joe Quesada** (*Daredevil*).



MARVEL